

E-Filed on July 7, 2007

George A. Davis
 Cadwalader, Wickersham & Taft LLP
 One World Financial Center
 New York, New York 10281
 Telephone No.: (212) 504-6000
 Facsimile No.: (212) 504-6666

Peter Bernhard (State Bar No. 734)
 Bullivant Houser Bailey PC
 3980 Howard Hughes Parkway, Suite 550
 Las Vegas, Nevada 89169
 Telephone No. (702) 650-6565
 Facsimile No. (702) 650-2995
 E-Mail: peter.bernhard@bullivant.com

Counsel for Plaintiffs

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND,
 LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

COMPASS USA SPE LLC, a Delaware limited
 liability company, COMPASS FINANCIAL
 PARTNERS LLC, a Nevada limited liability company
 and COMPASS FINANCIAL PARTNERS LLC, a
 Delaware limited liability company,

Plaintiffs,

v.

USA COMMERCIAL MORTGAGE COMPANY,
 USA CAPITAL REALTY ADVISORS, LLC, USA
 CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC, USA CAPITAL FIRST TRUST DEED FUND,
 LLC, USA SECURITIES, LLC, 2001 MICHAEL T.
 MCGRATH REVOCABLE TRUST, MICHAEL T.
 MCGRATH TRUSTEE, A. L. NEIL ASSOCIATES,

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

Adversary No. 07-

**COMPLAINT FOR CONDITIONAL
 REVOCATION OF CONFIRMATION
 ORDER UNDER 11 U.S.C. § 1144 AND
 RESCISSION OF ASSET PURCHASE
 AGREEMENT**

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed
 Fund, LLC
☐ USA First Trust Deed Fund, LLC

BullivantHouser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 NEIL TOBIAS, A-1 CASTERS & EQUIPRENO LLC,
 2 ANNE E. ABRAMS, ABRAMS LIVING TRUST
 3 DATED 10/23/96 C/O ANNE E. ABRAMS
 4 TRUSTEE, PAOLA ACCUSANI, ACTION SPORT
 5 ALLIANCE USA INC., ARTHUR ADAMS,
 6 GLORIA ADAMS, LEONARD ADAMS, DENISE
 7 ADAMS, RICHARD ADAMS, JANET ADAMS,
 8 KENNETH ADDESS, VICTORIA ADDESS, AIG
 9 LIMITED, A NEVADA LIMITED PARTNERSHIP,
 10 ADIB AL-AWAR, ELLEN AL-AWAR, AL-AWAR
 11 LIVING TRUST DATED 04/05/01 C/O ADIB M.
 12 AL-AWAR & ELLEN A. AL-AWAR TRUSTEES,
 13 DAVID ALBIOL, MARCIA ALBIOL, HENRY
 14 ALBIOL, FLORENCE ALEXANDER, STANLEY
 15 ALEXANDER, ALLEN M. NIRENSTEIN &
 16 DOROTHY H. NIRENSTEIN 1992 REVOCABLE
 17 TRUST, ALLEN M. & DOROTHY H. NIRENSTEIN
 18 TRUSTEES, ROBERT & DONNA ALLGEIER,
 19 KAREN R. ALLISON, FRED ALTENBURG,
 20 ARNOLD ALVES, AGNES ALVES, ALVES
 21 FAMILY TRUST 10/27/89 C/O ARNOLD ALVES &
 22 AGNES ALVES, TRUSTEES, AUGUST AMARAL,
 23 AUGUST J. AMARAL, ROBERT P. ANDERSON,
 24 LOWELL ANDREWS, LARRY APIGIAN, LEONA
 25 APIGIAN, SUZANNE ARBOGAST, ARLINE L.
 26 CRONK & EDWARD H. DAVIES LIVING TRUST
 27 DATED 6/27/03 C/O ARLINE L. CRONK &
 28 EDWARD H. DAVIES TRUSTEES, ROBERT
 ASSELIN, MARY ASSELIN, MICHAEL AU,
 AUDREY M. WHIGHTSIL REVOCABLE LIVING
 TRUST C/O AUDREY M. WHIGHTSIL TRUSTEES,
 LUI AVANZINO, AUDREY AVANZINO, GEORGE
 AVERETT, CLAIRE AVERETT, C. DONALD
 AYERS, BABS INC. TRUST C/O AIMEE KEARNS
 TRUSTEE, BABS TRUST C/O AIMEE KEARNS
 TRUSTEE, PETER BACKES, PAUL BACKES,
 LORETTA BACKES, DANIEL BARCIA, JED
 BARISH, SIMMTX INC., DON BARNES,
 MIRIAM BARNES, JAMES BARNES, CLARK
 BARTKOWSKI, JEAN BARTKOWSKI, RICHARD
 D. BARZAN, LELIA J. BARZAN, ALTA BATES,
 ARLENE BEADLE, WEBSTER BEADLE,
 SUSANNE BEADLE, JACK BEAULIEU, RUBY
 BELL, HARRIET BENDER, ROBERT BENDER,
 PAULA BENDER, BERNARD D. BENZ,
 MARGARET BENZ, ROBERT BERRY,
 JEANNETTE BERRY, BILLY D. DENNY AND
 DONNA R. DENNY 2000 REVOCABLE LIVING
 TRUST C/O BILLY D. DENNY AND DONNA R.
 DENNY TRUSTEES, ALBERT BLUMENTHAL,
 CHARLES BOGGS, WILLIAM BOLDING,
 CAROLYN BOLDING, GARY BONNEMA,
 KATHLEEN BORKOSKI, JOHN BORKOSKI,
 CHARLES BOROM, LANNA BOROM, RICHARD
 BOWMAN, BOYCE 1989 TRUST DATED 6/12/89
 C/O KATHLEEN A. BOYCE, KATHLEEN BOYCE,

BullivantHouserBailey PC

3883 Howard Hughes Pkwy., Suite. 550
Las Vegas, NV 89169
Telephone: (702) 669-3600
Facsimile: (702) 650-2995

1 MICHAEL S. BRAIDA, RAYMOND BRANT, ANN
2 BRANT, GLEN BRECHT, JANINE BRECHT,
3 MARSHALL BRECHT, JANET BRECHT,
4 MICHAEL BRIDGES, MICHAEL R. BRINES,
5 CINDY G. BRINES, PENNY BROCK, ROBERT
6 BROOKS, CANDITH BROOKS, DONNA BROOKS,
7 LEE BRYANT, PATRICIA BRYANT, ROBERT
8 BRYAN, ANN BRYAN, WILLIAM BUCK,
9 ELENOR BUCK, NEIL BUCKWALD,
10 BURGARELLO ALARM INC. PROFIT SHARING
11 PLAN, RONALD A. JOHNSON TRUSTEE,
12 DONALD BURGER, PEGGY BURGER, DR.
13 JOSELITO TAN BURGOS, LAWRENCE A. BUSH,
14 MARY L. BUSH, RICHARD CADIEUX, CLARA
15 CADIEUX, VALERIE CALLAHAN, CHARLES R.
16 MARADEN, DENNIS G. CAMPTON, JOHN R.
17 CANGELOSI, MARGARET M. CANGELOSI,
18 BRANDON A. CANGELOSI, DONNA
19 CANGELOSI, KAY M. CANTRELL, PETER W.
20 CAPONE, DEIDRE D. CAPONE, CAROL
21 MORTENSEN FAMILY TRUST DATED 9/9/90 C/O
22 CAROL MORTENSEN TRUSTEE, MICHAEL
23 CARPENTER, ANNE CARPENTER, DON
24 CARRIER, SARA CARRIER, RONALD CARTER,
25 LESLIE CARTER, JOSEPHINE CASEBOLT,
26 CASEBOLT REVOCABLE TRUST, JOSEPHINE
27 CASEBOLT TRUSTEE, TITO CASTILLO, JAIRO
28 CASTILLO, MAURICE CAUSHOIS, JACQUELINE
CAUCHOIS, RICHARD CHAMBERS, LEONA
CHAPMAN, EUNICE CHAPMAN, NELSON
CHARDOUL, VIRGINIA CHARDOUL, CHARLES
B. DUNN IV TRUST DATED 8/12/05 C/O
CHARLES B. DUNN IV TRUSTEE, CHARLES
HENRY SMALL REVOCABLE LIVING TRUST
C/O CHARLES HENRY SMALL TRUSTEE,
CHARLOTTE SNOPKO MARITAL TRUST,
FRANK SNOPKO, CHARLOTTE SNOPKO
RESIDUAL TRUST, FRANK SNOPKO, TONY
CHAUDHRY, PAUL CHELEW, CHRIS SHEERIN
(DECEASED) AND EVELYN SHEERIN 1984
TRUST, CHRIS SHEERIN & EVELYN SHEERIN
TRUSTEES, CHRIS SHEERIN (DECEASED) AND
EVELYN SHEERIN 1990 TRUST, CHRIS SHEERIN
& EVELYN SHEERIN TRUSTEES, CIBB INC.
D/B/A JOHNSON INVESTMENT INC. PENSION
PLAN, RONALD A. JOHNSON TRUSTEE, CLARA
M. CADIEUX MWDWS&SP, CLARA CADIEUX,
CLARA M. CADIEUX MWDWS&SP, RICHARD &
CLARA CADIEUX, CURTIS CLARK, DONALD
CLARK, HAROLD CLARK, JACK CLARK,
ROSANNE CLARK, CLASSIC PLUMBING, A
NEVADA COMPANY, CLAWITER ASSOCIATES,
JOHN CLENDENING, DOREEN CLENDENING,
GEORGE COHAN, LARRY COLBORN, LORETTA
COLBORN, COLBORN REVOCABLE LIVING
TRUST, LARRY E. COLBORN & LORETTA A.

BullivantHouser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 COLBORN, COLLINS FAMILY TRUST DATED
 2 1/12/93 C/O SHIRLEY M. COLLINS TRUSTEE,
 3 SHIRLEY COLLINS, THOMAS R. CONWAY,
 4 VICTORIA C. CONWAY, ALDON G. COOK,
 5 DEEDRA COOK, HAROLD & JOYCE
 6 CORCORAN, SAM COSTANZA, ELEANOR
 7 COUCH, HOWARD CRAIG, FRANKYE CRAIG,
 8 GARETH CRANER, JOAN CRITTENDEN, ARLINE
 9 CRONK, LOYAL CROWNOVER, SHIRLEY CUPP-
 10 DOE, CYNTHIA G. DAVIS LIVING TRUST C/O
 11 CYNTHIA G. DAVIS TRUSTEE, D. JOSEPH &
 12 LOUISE M. DOUCET 1989 TRUST DATED 3/30/89
 13 C/O D. JOSEPH DOUCET & LOUISE M. DOUCET
 14 TRUSTEES, MAUREEN DACOSTA, DEBORAH A.
 15 DANIEL, LESLIE DANIEL, DENISE DANIEL,
 16 DANIEL & VIRGINIA SALERNO FAMILY TRUST,
 17 DANIEL SALERNO & VIRGINIA SALERNO
 18 TRUSTEES, DANIEL D. NEWMAN TRUST
 19 DATED 11/1/92, DANIEL D. NEWMAN TRUSTEE,
 20 KAREN DANNER, DAR LIVING TRUST DATED
 21 2/12/03, DARLENE HAMMOND TRUSTEE, ELLEN
 22 DAUSCHER, ALEXANDRA DAUSCHER, JULIAN
 23 DAUSCHER, OREN DAVENPORT, DAVID A.
 24 KINGMAN #1, MARRICE DAVIS, NANCY DAVIS,
 25 GLENN DAVIS, BUD DAVIS, DAVIS YODER
 26 TRUST DATED 2/16/00, ROBERT J. YODER &
 27 NANCY R. DAVIS TRUSTEES, PETER DE LUCA,
 28 ROBERT DE RUFF, RICHMOND DEAN, JEAN
 DEAN, TERRY DEBERRY, EDWARD DEBOLT,
 SHARRON DEBOLT, GARY DEMAINE, DENISE
 F. FAGER REVOCABLE TRUST UNDER
 AGREEMENT DATED 2/28/03 C/O DENISE F.
 FAGER TRUSTEE, ANN R. DERY, JAMES D.
 DERY, BILLY DENNY, DONNA DENNY,
 DWAYNE DEUTSCHER, MICHELLE
 DEUTSCHER, DUANE DEVERILL, GEORGE DI
 GIOIA, TAMARA DIAS, ERIC C. DISBROW MD,
 HELMUT DOBECK, ELOISE DOBECK, ROBERT
 DOBYNE, LEAH DOBYNE, LINDA DOERR,
 FRANZ DOERR, MARK DOLGINOFF, MICHAEL
 DONAHUE, GLENN DONAHUE, CARRIE
 DONAHUE, DONALD P. CLARK FAMILY TRUST,
 DONALD P. CLARK TRUSTEE, ARTHUR
 DONALDSON, ALAN DONDERO, PATTY
 DONDERO, DONNA DUNN TRUST DATED
 8/12/05 C/O DONNA DUNN TRUSTEE, DONNA M.
 CANGELOSI FAMILY TRUST, DONNA M.
 CANGELOSI TRUSTEE, JOSEPH DOUCET,
 LOUISE DOUCET, DAVID B. DOUTT, JOHNNIE
 DOUTT, PANAGIOTIS DOVANIDOU, DIMITRA
 DOVANIDOU, WILLIAM A. DOWNEY, DANIEL
 T. DRUBIN, LAURA DRUBIN, DONALD C.
 DUNBAR, WANDA DUNBAR, DUNBAR
 REVOCABLE LIVING TRUST DATED 11/21/98
 C/O DONALD C. DUNBAR & WANDA D.
 DUNBAR TRUSTEES, ALAN DUNCAN,

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 CAROLYN DUNCAN, CHARLES DUNN, DONNA
 2 DUNN, CAROL (SUE) DUNTON, FORD DUNTON,
 3 WILLIAM DUPIN, PENNY DUPIN, WAYNE
 4 DUTT, CYNTHIA DUTT, MARY ANN EARP,
 5 MARY H. EARP, ROBERT EARP, WILLIAM
 6 EASTLAND, CAROL EASTLAND, MONICA
 7 EBAUGH, GALE EBERT, ROBERT R. ECKER,
 8 KATHY EDEN, JOHN EDEN, TINA EDEN, EDWIN
 9 LOWELL HAUSLER JR. LIVING TRUST DATED
 10 1/3/92 C/O EDWIN LOWELL HAUSLER JR.
 11 TRUSTEE, JOHN EICHHORN, JILL EICHHORN,
 12 ELAN REDDELL REVOCABLE LIVING TRUST
 13 DATED 8/4/03, ELAN REDDELL TRUST,
 14 ELEANOR L. ROGERS 1991 REVOCABLE LIVING
 15 TRUST DATED 7/3/91 C/O ELEANOR L. ROGERS
 16 TRUSTEE, JONATHAN M. ELLER, CAROL A.
 17 ELLER, DAVID ENRICO, BONNY ENRICO,
 18 HAROLD EPSTEIN, CINDY ESSAFF, ROBERT
 19 ESSAFF, EUGENE H. & NORMA M. STOKES
 20 TRUST DATED 5/16/84 C/O NORMA M. KERNER
 21 TRUSTEE, LAMBERTO EUGENIO, SAMUEL
 22 EVANS, BEVERLY EVANS, DANIEL EVERETT,
 23 SANDRA EVERETT, JOHN EVERETT, SAGRARIO
 24 EVERS, EDWARD EYRE, CAROL EYRE, DENISE
 25 FAGER, BYRNE FALKE, JR., BYRNE FALKE, SR.,
 26 JANE FALKE, MARGUERITE FALKENBORG,
 27 THOMAS FALLON, JOSEPH FARRAH, EMILY
 28 FARRAH, JULIA FARRAH, THERESA M.
 FARRAH, FARRAH FAMILY TRUST DATED
 9/18/03 C/O JOSEPH A. FARRAH & EMILY T.
 FARRAH TRUSTEE, WILLIAM FAVRO, CAROL
 FAVRO, J. FEENEY, JAMES FEENEY, MAUREEN
 FEENEY, PATRICIA FERGUSON, ADAM
 FETTERLY, LYNN FETTERLY, MELODY
 FETTERLY, FETTERLY FAMILY TRUST DATED
 6/30/89 C/O LYNN L. FETTERLY & MELODY A.
 FETTERLY TRUSTEES, ROY FILKIN, DIANNA
 FILKIN, ARLENE J. FINE, RONALD FINKEL,
 KAREN FINKEL, BERNARD FINLEY, JACKLYN
 FINLEY, FIRST SAVINGS BANK CUSTODIAN
 FOR CAROL MORTENSEN KESLER, CAROL
 MORTENSEN KESLER IRA, FIRST SAVINGS
 BANK CUSTODIAN FOR DR. JAMES W.
 FORSYTHE IRA, DR. JAMES W. FORSYTHE,
 FIRST SAVINGS BANK CUSTODIAN FOR JACK
 LA FLESCH IRA, JACK LA FLESCH, FIRST
 SAVINGS BANK CUSTODIAN FOR JOCELYNE
 HELZER IRA, JOCELYNE HELZER, FIRST
 SAVINGS BANK CUSTODIAN FOR LINDA S.
 REED IRA, LINDA S. REED, FIRST SAVINGS
 BANK CUSTODIAN FOR LINDSEY H. KESLER
 IRA, LINDSEY H. KESLER IRA, FIRST SAVINGS
 BANK CUSTODIAN FOR LYNN FETTERLY IRA,
 LYNN FETTERLY IRA, FIRST SAVINGS BANK
 CUSTODIAN FOR MICHAEL REED IRA,
 MICHAEL T. REED, FIRST SAVINGS BANK

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 CUSTODIAN FOR NANCY R. GILMOUR IRA,
 2 NANCY R GILMOUR IRA, FIRST SAVINGS
 3 BANK CUSTODIAN FOR RANDY M. SANCHEZ
 4 IRA, RANDY M. SANCHEZ IRA, FIRST SAVINGS
 5 BANK CUSTODIAN FOR RICHARD L. CADIEUX
 6 IRA, FIRST SAVINGS BANK CUSTODIAN FOR
 7 RICHARD W. GILMOUR IRA, RICHARD W.
 8 GILMOUR, FIRST SAVINGS BANK CUSTODIAN
 9 FOR ROBERT G. FULLER IRA, ROBERT G.
 10 FULLER, FIRST SAVINGS BANK CUSTODIAN
 11 FOR THEODORE E. KIEWICZ IRA, THEODORE E.
 12 KIEWICZ IRA, FIRST TRUST COMPANY OF
 13 ONAGA CUSTODIAN FOR DENNIS MEDEIROS
 14 IRA, FISERV CUSTODIAN FOR THE BENEFIT OF
 15 ED DAVIES IRA, ED DAVIES, FISERV,
 16 CUSTODIAN FOR THE BENEFIT OF ARLINE L.
 17 CRONK IRA, ARLINE L. CRONK, EVELYN
 18 FISHER, DONALD FLOOD, BETTY FLOOD,
 19 TIMOTHY FOLENDORF, TAD FOLENDORF, DR.
 20 JAMES W. FORSYTHE, EARLENE M. FORSYTHE,
 21 FRANK SNOPKO 1981 TRUST, FRANK SNOPKO,
 22 JOHN FREDERICKSON, MICHELE
 23 FREDERICKSON, HELEN C. FREEDUS,
 24 MICHAEL FREEDUS, ERIC FREEDUS, LINDA
 25 FREEDUS, DONALD FREY, BARBARA FREY,
 26 ALAN B. FRIEDMAN, ROBERT FULLER,
 27 THEODORE FULLER, FULLER FAMILY
 28 FOUNDATION, THEODORE J. & JOAN L.
 FULLER TRUSTEES, FULLER FAMILY TRUST,
 THEODORE J. & JOAN L. FULLER TRUSTEES, G
 & L NELSON LP, GLENN GABOURY, SHARON
 GABOURY, JERRY GAGE, DARLENE GAGE,
 ANTHONY GAMBELLO, ELIZABETH
 GAMBELLO, PAUL GARCELL, CATHERINE
 GARLAND, KELLI GARVEY, GARY & JOANN
 SHEERIN FAMILY TRUST, GARY SHEERIN &
 JOAN SHEERIN TRUSTEES, GARY I. &
 BARBARA L. TRUST, GARY I. MILLER &
 BARBARA L. MILLER TRUSTEES, ALEX
 GASSIOT, GASTON TRUST DATED 12/31/02 C/O
 TITAN MANAGEMENT LTD. TRUSTEE, EVA
 GEHLE, GEORGE A. DI GIOIA IRA, GEORGE A.
 DI GIOIA, GEORGE HANEY, STANLEY
 GERMAIN, DOROTHY GERMAIN, DEAN
 GIBSON, JUNE GIBSON, ELMER GILBERT,
 ELMER EUGENE GILBERT JR., GILBERT
 MANUEL LIVING TRUST DATED 1/3/92,
 GILBERT MANUEL, NANCY GILMOUR,
 RICHARD GILMOUR, GALE GLADSTONE-KATZ,
 JO M. GLEDHILL, THOMAS H. GLOY, PHILLIP
 GOFORTH, FRANCESCA GOFORTH, NANCY
 GOLDEN, JACK GOLDENTHAL, SYLVIA
 GOLDENTHAL, GOLDPLATED LLC, MARY ANN
 HAROUFF MANAGER, SYLVIA GOOD,
 RACHELLE GOODNESS, LYNELLE GOODREAU,
 MICHAEL JOHN GOODWIN, THEODORA

BullivantHouserBailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 GOTTWALD, GLENN GRAF, WILLIAM
 2 GRAHAM, WILTA GRAHAM, SARAH A. GRANT,
 3 THOMAS GRAY, GAIL GRAY, ROBERT GRAY,
 4 GREGORY GRIFFITH, DIANNE GRIFFITH, ALAN
 5 GROH, GSL INVESTMENTS LLC, TOBY A.
 6 GUNNING, BARBARA L. GUNTHER, CARL
 7 HAGEN, KELLEY M. HAINS, JAMIE K. HAINS,
 8 THOMAS HALVORSON, JOANNE HALVORSON,
 9 DARLENE HAMMOND, LARRY HANAN, JOHN
 10 A. M. HANDAL, GEORGE HANEY, EDWIN
 11 HANSEN, RACHEL HANSEN, CHRISTIAN
 12 HANSEN, DWIGHT W. HAROUFF, MARY ANN
 13 HAROUFF, SUZE HARRINGTON, THOMAS
 14 HARRISON, MARGUERITE HARRISON
 15 ,RAYMOND E. HARSHMAN, MARGARET E.
 16 HARSHMAN, KAY HART, RODERICK HARVEY,
 17 PAULINE HARVEY, KEVIN HASELHORST,
 18 ROBERTA HATFIELD, EDWIN HAUSLER, JR.,
 19 STEPHEN HAWLEY, SIDNEY HAWLEY,
 20 ROLAND HEARN, RISA HEARN, MICHAEL
 21 HEFFNER, BARBARA HEFFNER, DENNIS E.
 22 HEIN, DON HELTINGS, JOCELYNE HELZER,
 23 OLIVER HENRY, ALLEN HERD, MARILYN
 24 HERD, HERD FAMILY TRUST DATED 4/23/90,
 25 ALLEN HERD AND MARILYN HERD,
 26 TRUSTEES, JANICE HERGERT, DONALD
 27 HERMANN, NANCY HERMANN, ALLAN
 28 HERNDOBLER, SUE HERNDOBLER, DONALD L.
 HESS, CHRISTINA L. HESS, LARRY HIGGINS,
 DIANA HIGGINS, EDWARD O. HIGH, MARILYN
 HILBORN, WILLIAM J. HINSON, JR., WILLIAM
 HINSON, JR., JAMES HODGSON, CYNTHIA
 HODGSON, RICHARD AND MARSHA
 HOLEYFIELD, MILA HORAK, MONICA M.
 HRUBY, HILARY HUFFMAN, CYNTHIA
 HUFFMAN, HUFFMAN FAMILY TRUST DATED
 5/28/98, C/O HILARY A. HUFFMAN & CYNTHIA
 L. HUFFMAN TRUSTEES, RODNEY AND
 CATHRYN HULSE, TODD AT HUMPHREY,
 RODNEY HUPPI, VIRGINIA HUPPI, YELENA V.
 ILCHUCK, MARC INGMAN, INGRID A.
 RUTHERFORD FAMILY TRUST DATED 7/8/99
 C/O INGRID A. RUTHERFORD TRUSTEE, JAMES
 H. LIDSTER FAMILY TRUST DATED 1/20/92, C/O
 JAMES H. LIDSTER & PHYLLIS M. LIDSTER
 TRUSTEES, JANET P. JOHNSON LIVING TRUST
 DATED 7/15/04 C/O JANET P. JOHNSON &
 CHARLES E. JOHNSON TRUSTEES, JANICE A.
 LUCAS IRA, JANICE JANIS, JAYEM FAMILY LP,
 JEAN G. RICHARDS TRUST DATED 9/30/99 C/O
 JEAN G. RICHARDS TRUSTEE, JEAN H.
 MURRAY SEPARATE PROPERTY TRUST DATED
 9/12/02, JEAN H. MURRAY, JON JENSEN, PAUL
 JENSEN, TAMARA JENSEN, JOHN J. MAGUIRE
 & DIANE M. MAGUIRE LIVING TRUST 8/4/00
 C/O JOHN J. MAGUIRE & DIANE M. MAGUIRE

BullivantHouser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 TRUSTEES, JOHN MANTER & NANCY K.
 2 MANTER LIVING TRUST, C/O JOHN P. &
 3 NANCY K. MANTER TRUSTEES, MARILYN C.
 4 JOHNSON, BEULAH JOHNSON, CHARLES E.
 5 JOHNSON, JANET P. JOHNSON, MARILYN
 6 JOHNSON, RONALD JOHNSON, SUSAN
 7 JOHNSON, JONATHAN M. ELLER INC., JOY
 8 INVESTMENT INC., TONY CHAUDHRY, JULIA
 9 FARRAH REVOCABLE LIVING TRUST DATED
 10 10/8/92, JOSEPH FARRAH, MICHAEL FARRAH
 11 JR. & NICHOLAS FARRAH, JWB INVESTMENTS,
 12 INC., RONALD KANTOR, RUTH KANTOR,
 13 CHARLES KASTLER, MARGARET KASTLER,
 14 CURTIS KASTLER, JONATHAN KATZ, WILLIAM
 15 KAYSER, KRISTIE KAYSER, AIMEE KEARNS,
 16 ARTHUR KEBBLE, THELMA KEBBLE, DAVID
 17 KELLEY, MARSHALL KENDALL, KENNETH W.
 18 KOERWITZ & JAN CASE KOERWITZ FAMILY
 19 TRUST, C/O KENNETH W. KOERWITZ & JAN
 20 CASE KOERWITZ, MELVIN KERNER, KERNER
 21 REVOCABLE TRUST B DATED 3/16/81 C/O
 22 MELVIN W. KERNER TRUSTEE, LINDSEY
 23 KESLER, C K KHURY, KIM FINANCIALS LLC,
 24 KIRKHAM & SANGINITI TRUST DATED 2/29/96
 25 C/O LAWRENCE A. KIRKHAM & KATHLEEN B.
 26 SANGINITI TRUSTEES, KIWI-NEVADA LP,
 27 OTHMAR KLAY, CHRISTINE KLAY, KLAY
 28 LIVING TRUST DATED 7/11/90 C/O OTHMAR
 KLAY & CHRISTINE KLAY, WALTER KLEVAY,
 GAIL KLEVAY, BERNARD KLOENNE, GREGOR
 KLOENNE, OTILLA KLOENNE, KM FINANCIALS
 LLC, CAROL MORTENSEN KESLER & LINDSEY
 KESLER, KM GROUP A NEVADA GENERAL
 PARTNERSHIP C/O AIMEE KEARNS MANAGING
 PARTNER, KM TRUST C/O AIMEE KEARNS
 TRUSTEE, MARCIA KNOX, JERRY KOERWITZ,
 SHARON L. KOERWITZ, KENNETH KOERWITZ,
 JAN CASE KOERWITZ, LOUISE KOLBERG,
 HARVEY KORNHABER, STEPHEN KOWALSKI,
 ARTHUR KRISS, RICHARD N. KRUPP, KRUPP
 FAMILY TRUST, RICHARD N. KRUPP, WENDY
 KWONG, ANNA LACERTOSA, MARIE
 LACERTOSA, DINA LADD, JOSEPH B.
 LAFAYETTE, CATHERINE D. LAFAYETTE,
 JACK LAFLESCH, NORMA LAMB-GROVES,
 LORETTA LAMONT, WHITNEY LAUREN,
 PAULA LAWSON, LINDA LEBLANC, GENE
 LEBLANC, EMILY LEE, JOHN LEE, TRACY LEE,
 MILTON LEHART, JAMES LEHR, JULIE LEHR,
 LARRY LEHRMANN, KATHLEEN LEHRMANN,
 NIENKE A. LEIS-HOHMANN, BRUCE LEMAR,
 WILLIAM LENHART, ROBERT LEVY, RENEE
 LEVY, JAMES LIDSTER, PHYLLUS LIDSTER,
 PATRICIA R. LIETZ, LINDSEY H. KESLER
 FAMILY TRUST, Milder KESLER & LINDSEY
 H. KESLER TRUSTEES, PAUL LINNEY, DAVID

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 G. LIVINGSTON, ERLINA M. LIVINGSTON, IVAN
 2 LOEBS, DEBRA LOMAX, POMPEO JULIAN
 3 LOMBARDI, RICHARD LOUGHLIN, ROBERTA
 4 LOUGHLIN, LOUGHLIN FAMILY TRUST,
 5 RICHARD J. LOUGHLIN & ROBERTA A.
 6 LOUGHLIN TRUSTEES, LOUIS H. & SHIRLEY M.
 7 TURNER FAMILY TRUST DATED 9/9/97 C/O
 8 LOUIS H. & SHIRLEY M. TURNER TRUSTEES,
 9 LOUISE ALPORT KOLBERG REVOCABLE
 10 TRUST, LOUISE A. KOLBERG TRUSTEE, LOUISE
 11 TEETER IRA, HENRI LOUVIGNY, MARCELLE
 12 LOUVIGNY, JANICE LUCAS, HERBERT LUM,
 13 JOHN M. LUONGO, GLORIA LUONGO,
 14 STEPHANIE LUONGO, WILLIAM O. LURTZ,
 15 SUSIE LURTZ, SCOTT MACHOCK, HEIDI
 16 MACHOCK, EUGENE MACHOCK, DIANNE
 17 MACHOCK, JOSETTE MADLAMBAYAN, ROGIE
 18 MADLAMBAYAN, STUART MADSEN, AL
 19 MAESTRI, JOHN MAGUIRE, DIANE MAGUIRE,
 20 BARBARA MALKOFF, JOHN MALLIN, THERESA
 21 MALLIN, MICHAEL MALONEY, JO ANN
 22 MALONEY, MORRIS MANSELL, JOHN MANTER,
 23 NANCY MANTER, GILBERT MANUEL,
 24 CHARLES MARADEN, JEAN MARADEN,
 25 MARGARET M. CANGELOSI FAMILY TRUST,
 26 MARGARET M. CANGELOSI TRUSTEE,
 27 MARILYN C. JOHNSON LIVING TRUST DATED
 28 10/5/99 C/O MARILYN C. JOHNSON TRUSTEE,
 LILY MARKHAM, IRENE (TAFOYA) MARKHAM,
 ALAN MARKUS TRENA MARKUS, MONIQUE
 MARKWELL, TERRY MARKWELL, CHRISTIANE
 MARKWELL, MARKWELL FAMILY TRUST,
 CHRISTIANE MARKWELL & TERRY
 MARKWELL TRUSTEES, J. V. MARRONE, VR
 MARRONE, REBA MARRONE, ANN MARSDEN,
 DON MARSHALL, JERROLD MARTIN, JAMES
 MARTIN, LOUIS MASSRY, SANDRA MASTERS
 GLADYS MATHERS, EDDIE MAYO, JOHN
 MCAFFEE, JENNIFER MCAFFEE, ALICIA
 MCBRIDE, MARLON MCBRIDE, JAMES
 MCCONNELL, MAUDRENE MCCONNELL,
 MICHAEL T. MCGRATH, JAMES MCKNIGHT,
 PHILLIP E. MCMULLIN, ROSEMARIE L.
 MCMULLIN, WILLIAM MCQUERRY, JOANN
 MCQUERRY, ROBIN MCQUOWN, BRIAN
 MCQUOWN, HARVEY MCSHAFFREY
 CHRISTINA MCSHAFFREY, RUDY MCTEE,
 SHARON MCTEE, DENNIS MEDEIROS, L. K.
 MEDEIROS MARINA MEHLMAN, TERI L.
 MELVIN, DON D. MEYER, ALAIN MICHAEL,
 DAWN LEVY MICHAEL, GREG MILANO, JANE
 MILANO, KATHLEEN A. MILLER, GARY
 MILLER, BARBARA MILLER, STEVE MILLER,
 KAREN MILLER, WAYNE MILLER, KATHRYN
 MILLER, DOUGLAS MINTER, ELIZABETH
 MINTER, MINTER FAMILY 1994 TRUST C/O

BullivantHouserBailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 DOUGLAS MINTER & ELIZABETH MINTER
 TRUSTEES, MINTER INVESTMENT LP,
 2 MARILYN MOLITCH, MATTHEW MOLITCH, DR.
 JANA MOLVAN, MONIGHETTI INC., RONALD
 3 MONTESANO, HAROLD MOODY, MARY
 MOODY, RAYMOND C. MOORE, ROSE MOORE,
 4 ALMA MOORE, ARTHUR MOORE, ERNEST J.
 MOORE, WILLIAM MORGAN, DONNA
 5 MORGAN, MORRIS MANSELL IRA, CAROL
 MORTENSEN, PAULIUS MOSINSKIS, MUKS
 6 REALTY LLC, DANNIE R. MURPHY, DENISE
 MURPHY, ELIZABETH R. MURPHY, RICHARD
 7 MURPHY, VIRGINIA MURPHY, JEAN MURRAY,
 MURRAY TRUST C/O AIMEE KEARNS
 8 TRUSTEE, WALTER AND BARBARA MUSSO,
 MUSSO LIVING TRUST DATED 11/30/92 C/O
 9 WALTER MUSSO & BARBARA MUSSO, NANCY
 R. DAVIS DEFINED BENEFIT PLAN, NANCY R.
 10 DAVIS, DOMINIQUE NAYLON, CARLA NEILAN,
 JAMES NELSON, GLORIA NELSON, NELSON &
 11 VIRGINIA CHARDOUL TRUST DATED 10/7/9L,
 C/O NELSON & VIRGINIA CHARDOUL
 12 TRUSTEES, RICHARD NEVINS, MICHELE
 NEVINS, DANIEL NEWMAN, DAVID NEWMAN,
 13 SANDRA NEWMAN, FRED A NEWMAN, LARRY
 NEWMAN, ELSIE NEWMAN, NEWMAN FAMILY
 14 TRUST DATED 9/30/97 C/O LARRY J. NEWMAN
 & ELSIE D. NEWMAN TRUSTEES, MARVIN
 15 NICOLA, ALLEN NIRENSTEIN, DOROTHY
 NIRENSTEIN, PAULA NORDWIND, NORMA
 16 LAMB GROVES TRUST, NORMA LAMB
 GROVES TRUSTEE, NORSCOTT FINANCIAL
 17 CORP., JEWELL NOVAK, STANLEY NOVARA,
 THOMAS NUCKOLS, JOANNE NUCKOLS,
 18 JOANN NUNES, OLGA O'BUCH, JOHN
 O'RIORDAN, SONHILD O'RIORDAN, PATRICK
 19 E. O'SULLIVAN, SOON Y. O'SULLIVAN, HENRY
 OBERMULLER, MENGIA OBERMULLER, THE
 20 O'BRIENS, WILLIAM W. OGRIN, BETTY R.
 OGRIN, ROBERT OGRIN, JOHN OKITA, OLGA
 21 O'BUCH TRUST DATED 5/28/98, C/O OLGA
 O'BUCH TRUSTEE, ALFRED OLSEN JR., GAIL B.
 22 OLSEN, VERNON OLSON, PAUL OLSTER,
 ADRIAN J.R. OOSTHUIZEN, ORBAN H. REICH
 23 TRUST DATED 12/27/00 C/O ORBAN H. REICH
 TRUSTEE, VESLAV ORVIN, AARON OSHEROW,
 24 PAUL OSTER, WILLIAM OVCA, HAROLD PALS,
 EDWARD PANYREK, JOAN PANYREK,
 25 CYNTHIA PARDEE, CHARLES PARKER, MARY
 JANE PARKER, LEXEY PARKER, JOYCE
 26 PATTERSON-ROGERS, PATTERSON-ROGERS
 FAMILY 2001 TRUST DATED 9/5/01 C/O ROBERT
 27 C. PATTERSON-ROGERS & JOYCE PATTERSON-
 ROGERS, ROBERT PECH, JUDITH PECH,
 28 JENNIFER COLE PEELE, PEELE BYPASS TRUST
 DATED 2/10/87 C/O JENNEFER C. PEELE

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 TRUSTEE, PEELE SPOUSAL TRUST DATED
 2 2/10/87 C/O JENNEFER C. PEELE TRUSTEE,
 3 PENSICO TRUST COMPANY INC. FBO ROBERT
 4 WILLIAM ULM IRA #UL006, ROBERT W. ULM,
 5 DANIEL PERESLETE, ERIC PERLMAN,
 6 KATHERINE PERLMAN, ROBERT PERLMAN,
 7 LYNN PERLMAN, TAMARA PERLMAN,
 8 PERLMAN INVESTMENT PARTNERS, LP, PETER
 9 VALVE CO., INC., ANDREW PETERSON,
 10 SHARON PETERSON, ROBERT PHILLIPS,
 11 STEPHEN PHILLIPS, FRANCES PHILLIPS,
 12 HOLLY PICKEREL, DONALD PINSKER,
 13 SHERRYL PINSKER, PATRICIA PONTAK,
 14 SHELDON PORTMAN, MARION PORTMAN,
 15 CLAIR POTTER, MARTHA POTTER, ANTHONY
 16 PRESCIA, NANCY PRESCIA, PRESCIA FAMILY
 17 TRUST, ANTHONY PRESCIA & NANCY
 18 PRESCIA TRUSTEES, PRESWICK CORP.,
 19 NORMAN PRINS, CHARLENE PRINS, CAROL
 20 PRUNER, EMMELINE PUNSALAN, RUSSELL
 21 QUINN, MARION QUINN, R. L. ALLGEIER
 22 FAMILY TRUST, ROBERT L. ALLGEIER &
 23 DONNA L. ALLGEIER, DENNIS RAGGI,
 24 MICHELE RAGGI, RICHARD RAKER, RANDY
 25 SANCHEZ IRA, GORDON RAY PHILLIPS,
 26 CHRISTINA REALE, FRANK REALE, LAUREN
 27 REALE, ELAN REDDELL, DONALD JAYLYLE
 28 REDMON, MICHAEL REED, LINDA REED, NOEL
 REES, MARY ANN REES, WILLIAM LEE
 REEVES, ANNEMARIE REHBERGER, MICHAEL
 REHBERGER, JEANA REHBERGER,
 REHBERGER FAMILY TRUST DATED 6/17/92
 C/O ANNEMARIE REHBERGER TRUSTEE,
 THOMAS REHN, ORBAN H. REICH, LINDA C.
 REID, RENO AERONAUTICAL DEFINED
 BENEFIT PENSION PLAN, RICHARD R. TRACY
 TRUSTEE, MICHAEL H. RICCI, RICHARD M.
 RAKER LIVING TRUST DATED 3/18/98 C/O
 RICHARD M. RAKER TRUSTEE, RICHARD R.
 TRACY, URSULA W. TRACY, JEAN RICHARDS,
 RICHARD RICHERT, JEAN RICHERT, THOMAS
 RIEDMAN, LARRY RIEGER, PATSY RIEGER,
 RACHEL RIEHLE, RIGGS TRUST DATED 6/11/90,
 FRANCIS DONALD RIGGS JR., FRANCIS
 DONALD RIGGS, JR., CECIL E. RIORDAN,
 BARBARA RIORDAN, JOSEPH RIZZUTO,
 DOROTHY RIZZUTO, CASANDRA ROBBINS,
 ROBERT G. FULLER TRUSTEE OF THE RGF
 REVOCABLE TRUST, ROBERT G. FULLER
 TRUSTEE, ROBERT J. YONDER DEFINED
 BENEFIT PLAN, ROBERT J. YODER, ROBERT L.
 OGREN TRUST DATED 6/30/92 (ACCT #2) C/O
 ROBERT L. OGREN TRUSTEE, ROBERT L.
 OGREN TRUST DATED 6/30/92 C/O ROBERT L.
 OGREN TRUSTEE, ROBERT L. OGREN TRUST
 DATED 6/30/92 C/O ROBERT L. OGREN

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 TRUSTEE ACCT #3, ROBERT W. HEINSOHN &
 2 PHYLLIS A. HEINSOHN TRUST C/O ROBERT W.
 3 & PHYLLIS A. HEINSOHN TRUSTEES,
 4 ROCKLIN/REDDING LLC, ROBERT RODRIGUEZ,
 5 AUDREY ROE, REBECCA ROGER, JAMES
 6 WILLIAM ROGERS, ELEANOR ROGERS,
 7 REBECCA ROGERS, SAUL ROISENTUL, ILENE
 8 ROISENTUL, ROISENTUL FAMILY TRUST,
 9 SAUL ROISENTUL & ILENE ROISENTUL
 10 TRUSTEES, CRAIG ROMMEL, ANN MARIE
 11 ROMMEL, ROSALIND L. STARK POA FOR
 12 FRED A COHEN, FRED A COHEN, ROSEANNE
 13 CLARK REVOCABLE TRUST, ROSEANNE
 14 CLARK TRUSTEE, DAVID ROSNER, LEE
 15 ROTCHY, THALIA ROUTSIS, ROBERT ROWLEY,
 16 KATHLEEN ROWLEY, PHILLIP RULON,
 17 SHIRLEY RULON, INGRID RUTHERFORD,
 18 BURTON SACK, GREGORY SAK, JANA SAK,
 19 DANIEL SALERNO, VIRGINIA SALERNO, ANNE
 20 F. DI SALVO, RANDY SANCHEZ, SHARON
 21 SANCHEZ, SANCHEZ LIVING TRUST DATED
 22 10/13/03 C/O RANDY M. SANCHEZ & SHARON
 23 SANCHEZ TRUSTEES, LAWRENCE SANGINITI,
 24 KATHLEEN SANGINITI, HOLLIS SAULSBERRY,
 25 EDWARD SCHEIDEGGER, ARTHUR
 26 SCHNITZER, LYNN SCHNITZER, SCHNITZER
 27 LIVING TRUST, ARTHUR SCHNITZER & LYNN
 28 SCHNITZER, EDWARD SCHOONER, SUSAN
 SCHOONER, KENNETH B. SCHULZ, MARY KAY
 BRYAN-SCHULZ, SCHWARTZ & EARP JOINT
 VENTURE, SECURE RETIREMENT TRUST B,
 LARRY APIGIAN & LEONA APIGIAN, NANCY
 SERINO, RONALD SHACKELFORD, ROBERT
 SHAPIRO, LEE SHAPIRO, CHRIS SHARP, TERI
 SHARP, EVELYN SHEERIN, GARY SHEERIN,
 JOANN SHEERIN, SHEERINS INC., A NEVADA
 CORPORATION, JOANN SHEERIN PRESIDENT,
 ALTHEA F. SHEF, SHELDON & MARION G.
 PORTMAN TRUST DATED 11/01/85, SHELDON
 PORTMAN & MARION G. PORTMAN TRUSTEES,
 PHILLIP E. SHELTON, LESLIE SIGGSSIGGS,
 ROBERT SIKORSKI, ALAN R. SIMMONS,
 JUDITH B. SIMMONS, SIMMTEX, INC., ALAN
 SIMON, CAROL SIMON, SIMON FAMILY TRUST
 2000 C/O ALAN SIMON & CAROL SIMON
 TRUSTEES, SKIP AND MARY HAROUFF TRUST
 DATED 12/5/95, MARY ANN HAROUFF
 TRUSTEE, SONDR A SKIPWORTH, CHARLES
 SMALL, RICHARD L. SMALL, JACQUELINE
 SMALL, TODD SMITH, JUNE SMITH, DONALD
 SMITH, FRANCES SMITH, RAYMOND SMITH,
 MARGARET SMITH, ROBERT SMITH,
 TERRYLIN SMITH, FRANK SNOPKO, HERBERT
 SONNENKLAR, NORMA SONNENKLAR,
 FRANCESCO SORO, DAVID A. SOUZA,
 ELIZABETH M. SOUZA, SOVEREIGN CAPITAL

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 ADVISORS, LLC (STAN TARA), ROBERT &
 2 BARBARA SPECKERT, SPECTRUM CAPITAL
 3 LLC, DWIGHT SPER, BONNIE SPER, DONALD
 4 SPRING, EVELYN SPRING, CAROL SQUICCI,
 5 ARNOLD STAIRMAN, ROSALIND STARK,
 6 STARK FAMILY TRUST, ROSALIND L. STARK
 7 TRUSTEE, RONALD STARR, GLORIA STARR,
 8 STATER FAMILY LTD. PARTNERSHIP,
 9 ATHANASIA STEIN, JAY STEIN, MICHAEL
 10 STEWART, MARY JUDE STEWART, EUGENE
 11 STOKES, NORMAN STOKES, STSK
 12 INVESTMENTS LLC, JAMES SUPPLE, ROBERT
 13 SUSSKIND, LELAND SWANSON, LENA
 14 SWANSON, DONALD SWEZEY, BEVERLY
 15 SWEZEY, GEORGE SWILLEY, LOUIS SWILLEY,
 16 VIRGINIA SWILLEY, DAVID TAMMADGE, JOHN
 17 TAYLOR, JOY TAYLOR, KERRY TAYLOR,
 18 JOYCE TAYLOR, LOUISE TEETER, NORMAN
 19 TEETER, ROBERT TEETER, ROGER G. TEETER,
 20 LAWRENCE TENGAN, LORRAINE TENGAN,
 21 TERRY MARKWELL PROFIT SHARING PLAN
 22 AND TRUST, TERRY MARKWELL TRUSTEE,
 23 THALIA ROUTSIS FAMILY TRUST DATED
 24 7/24/90, THALIA ROUTSIS, THE BENZ FAMILY
 25 TRUST DATED 7/14/95 C/O BERNARD D. BENZ
 26 & MARGARET W. BENZ, THE DAVID A. GEAN
 27 TRUST DATED 4/3/92 C/O MARSHALL
 28 KENDALL TRUSTEE, THE HAROUFF
 CHARITABLE REMAINDER TRUST DATED
 9/5/96, MARY ANN HAROUFF TRUSTEE, THE
 PAULA NORDWIND & AARON NORDWIND 2001
 REVOCABLE TRUST, AARON NORDWIND &
 PAULA NORDWIND TRUSTEES, THE ROBERT
 WILLIAM ULM LIVING TRUST DATED 4/11/05,
 ROBERT W. ULM TRUSTEE, THE SCHOONER
 FAMILY TRUST, EDWARD L. & SUSAN A
 SCHOONER TRUSTEES, GARY THIBAUT,
 SANDRA THIBAUT, THOMAS REHN IRA,
 WILMA JEAN THOMPSON, GREGORY
 THOMPSON, DEBRA THROWER, BOB
 THROWER, PATRICIA LEE TIEDE, TIKI
 INVESTMENT ENTERPRISES LP, TITAN
 MANAGEMENT LTD, NEIL TOBIAS, JOSEPH
 TOBIAS, LESLEIGH TOLIN, TOD GARY TOLIN,
 JAMES G. TON, DOROTHY TON, GERRY KEVIN
 TOPP, GARY TOPP, RICHARD TRACY, URSULA
 TRACY, RORY TRIANTOS, CAROL TRIPP, JOHN
 TRIPP, WALTER TRIPP, WARREN W. TRIPP,
 TRIPP ENTERPRISES INC., TRIPP ENTERPRISES
 INC. RESTATED PSP C/O WARREN W. TRIPP
 TRUSTEE, GARY TUCKER, LINDA TUCKER,
 DARLENE TURNER, LOUIS TUCKER, SHIRLEY
 TURNER, PAUL TURNER, CAROL TURNER,
 ROBERT TURNER, NANCY TURNER, MARK
 TYSSELING, SHARON TYSSELING, ROBERT
 ULM, UNIVERSAL MANAGEMENT, TONY

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

CHAUDHRY, LLOYD VAN SICKLE, ROY R.
 VENTURA JR., NANCY B. VENTURA, MARSHA
 VIEIRA, MELODY VIOLET, DONALD VIRTS,
 PATRICIA VIRTS, KIP VIRTS, MELISSA VIRTS,
 VIRTS REVOCABLE LIVING TRUST C/O
 DONALD E. VIRTS & PATRICIA VIRTS
 TRUSTEES, MARIETTA VOGLIS, GUNTER
 VOLPEL, CHRISTIANE VOLPEL, VOLPEL TRUST
 DATED 2/2/96 C/O GUNTER VOLPEL &
 CHRISTIANE VOLPEL TRUSTEES, W. E. BUCK
 FAMILY TRUST DATED 7/02/87 C/O WILLIAM E.
 BUCK & ELENOR F. BUCK, JOHN WADE,
 MARLENE WADE, DAVID C. WAHL,
 MARGARET A. WAHL, WALD FINANCIAL
 GROUP, INC., WILLIAM C. WALLACE,
 PATRICIA M. WALLACE, ANNA WALLACE,
 BRUCE WALLACE, JOSEPH WALLS, ELLEN
 WALLS, WILLIAM WARWICK, VIRGINIA
 WARWICK, DELBERT & MARY WATKINS,
 JOHN & COLLEEN WEAVER, PATRICIA ANN
 WEBBER, WEBBER FAMILY TRUST DATED
 10/31/89, HEINRICH RICHARD WEBER,
 BRIGITTE S. WEBER, ARDIS WEIBLE, DEAN
 WEIBLE, J. J. WELLS, CONNIE WESTBROOK,
 AUDREY WHIGHTSIL, H. DANIEL WHITMAN,
 WHITNEY H. LAUREN FAMILY TRUST DATED
 3/5/98 C/O WHITNEY H. LAUREN TRUSTEE,
 EUGENE WIEHE, LYNN WILKELIS, BARTON
 WILKINSON, DIANNA WILKINSON, HAROLD
 WILLARD, BEVERLY WILLARD, JOHN L.
 WILLIS JR., RODNEY L. WINDLE, ANN WINDLE,
 ALBERT WINEMILLER, DEBRA WINEMILLER,
 RUDOLF WINKLER, CARMEL WINKLER,
 WINKLER FAMILY TRUST, RUDOLF F.
 WINKLER & CARMEL WINKLER, DORIS
 WINTER, CRAIG R. WISCH, RICHARD WOOD,
 ROBERT WOODS, WOODS FAMILY TRUST,
 ROBERT D. WOODS & LOUISE D. WOODS
 TRUSTEES, RALPH WORTHING, MARYANNE
 WORTHING, KENNETH WYATT, PHYLLIS
 WYATT, NEIL A. XAVIER, JOY E. XAVIER, NELL
 XAVIER, JOSEPHINE XAVIER, YANKEE
 HOLDINGS LLC, ROBERT YODER, DWIGHT
 YODER, NANCY YODER, JUDY S. YOUNG,
 RICHARD S. YOUNGE, BEVERLY J. YOUNGE,
 JOSEPH G. ZAPPULLA, CAROL A. ZAPPULLA,
 ZAWACKI A CALIFORNIA LLC, EVO ZEPPONI,
 BILLIE ZEPPONI, ANTHONY J. ZERBO,
 MARSHALL R. ZERBO, FRANZ ZIMMER, and
 TERRY ZIMMERMAN,

Defendants.

Plaintiffs Compass USA SPE LLC; a Delaware limited liability company,
 Compass Financial Partners LLC, a Nevada limited liability company ("CFP Nevada"); and

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Compass Financial Partners LLC, a Delaware limited liability company (“CFP Delaware” and
 2 collectively, “Compass”), for its complaint (the “Complaint”) against defendants USA
 3 Commercial Mortgage Company (“USACM”), USA Capital Realty Advisors, LLC (“USA
 4 Realty”), USA Capital Diversified Trust Deed Fund, LLC (“USA Diversified”), USA Capital
 5 First Trust Deed Fund, LLC (“FTDF”), and USA Securities, LLC (“USA Securities”)
 6 (collectively, the “Debtors”), and Donna Cangelosi (“Cangelosi”), 2001 Michael T. McGrath
 7 Revocable Trust, Michael T. McGrath Trustee, A. L. Neil Associates, Neil Tobias, A-1 Casters
 8 & EquipReno LLC, Anne E. Abrams, Abrams Living Trust Dated 10/23/96 c/o Anne E. Abrams
 9 Trustee, Paola Accusani, Action Sport Alliance USA Inc., Arthur Adams, Gloria Adams,
 10 Leonard Adams, Denise Adams, Richard Adams, Janet Adams, Kenneth Address, Victoria
 11 Address, AIG Limited, A Nevada Limited Partnership, Adib Al-Awar, Ellen Al-Awar, Al-Awar
 12 Living Trust dated 04/05/01 c/o Adib M. Al-Awar & Ellen A. Al-Awar Trustees, David Albiol,
 13 Marcia Albiol, Henry Albiol, Florence Alexander, Stanley Alexander, Allen M. Nirenstein &
 14 Dorothy H. Nirenstein 1992 Revocable Trust, Allen M. & Dorothy H. Nirenstein Trustees,
 15 Robert & Donna Allgeier, Karen R. Allison, Fred Altenburg, Arnold Alves, Agnes Alves, Alves
 16 Family Trust 10/27/89 c/o Arnold Alves & Agnes Alves, Trustees, August Amaral, August J.
 17 Amaral, Robert P. Anderson, Lowell Andrews, Larry Apigian, Leona Apigian, Suzanne
 18 Arbogast, Arline L. Cronk & Edward H. Davies Living Trust dated 6/27/03 c/o Arline L. Cronk
 19 & Edward H. Davies Trustees, Robert Asselin, Mary Asselin, Michael AU, Audrey M.
 20 Whightsil Revocable Living Trust c/o Audrey M. Whightsil Trustees, Lui Avanzino, Audrey
 21 Avanzino, George Averett, Claire Averett, C. Donald Ayers, BABS Inc. Trust c/o Aimee
 22 Kearns Trustee, BABS Trust c/o Aimee Kearns Trustee, Peter Backes, Paul Backes, Loretta
 23 Backes, Daniel Barcia, Jed Barish, Simmtex Inc., Don Barnes, Miriam Barnes, James Barnes,
 24 Clark Bartkowsk, Jean Bartkowski, Richard D. Barzan, Lelia J. Barzan, Alta Bates, Arlene
 25 Beadle, Webster Beadle, Susanne Beadle, Jack Beaulieu, Ruby Bell, Harriet Bender, Robert
 26 Bender, Paula Bender, Bernard D. Benz, Margaret Benz, Robert Berry, Jeannette Berry, Billy D.
 27 Denny and Donna R. Denny 2000 Revocable Living Trust c/o Billy D. Denny and Donna R.
 28 Denny Trustees, Albert Blumenthal, Charles Boggs, William Bolding, Carolyn Bolding, Gary

Bullivant|Houser|Bailey PC
 3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Bonnema, Kathleen Borkoski, John Borkoski, Charles Borom, Lanna Borom, Richard Bowman,
 2 Boyce 1989 Trust dated 6/12/89 c/o Kathleen A. Boyce, Kathleen Boyce, Michael S. Braida,
 3 Raymond Brant, Ann Brant, Glen Brecht, Janine Brecht, Marshall Brecht, Janet Brecht, Michael
 4 Bridges, Michael R. Brines, Cindy G. Brines, Penny Brock, Robert Brooks, Candith Brooks,
 5 Donna Brooks, Lee Bryant, Patricia Bryant, Robert Bryan, Ann Bryan, William Buck, Elenor
 6 Buck, Neil Buckwald, Burgarello Alarm Inc. Profit Sharing Plan, Ronald A. Johnson Trustee,
 7 Donald Burger, Peggy Burger, Dr. Joselito Tan Burgos, Lawrence A. Bush, Mary L. Bush,
 8 Richard Cadieux, Clara Cadieux, Valerie Callahan, Charles R. Maraden, Dennis G. Campton,
 9 John R. Cangelosi, Margaret M. Cangelosi, Brandon A. Cangelosi, Kay M. Cantrell, Peter W.
 10 Capone, Deidre D. Capone, Carol Mortensen Family Trust dated 9/9/90 c/o Carol Mortensen
 11 Trustee, Michael Carpenter, Anne Carpenter, Don Carrier, Sara Carrier, Ronald Carter, Leslie
 12 Carter, Josephine Casebolt, Casebolt Revocable Trust, Josephine Casebolt Trustee, Tito
 13 Castillo, Jairo Castillo, Maurice Caushois, Jacqueline Cauchois, Richard Chambers, Leona
 14 Chapman, Eunice Chapman, Nelson Chardoul, Virginia Chardoul, Charles B. Dunn IV Trust
 15 dated 8/12/05 c/o Charles B. Dunn IV Trustee, Charles Henry Small Revocable Living Trust c/o
 16 Charles Henry Small Trustee, Charlotte Snopko Marital Trust, Frank Snopko, Charlotte Snopko
 17 Residual Trust, Frank Snopko, Tony Chaudhry, Paul Chelew, Chris Sheerin (Deceased) and
 18 Evelyn Sheerin 1984 Trust, Chris Sheerin & Evelyn Sheerin Trustees, Chris Sheerin (Deceased)
 19 and Evelyn Sheerin 1990 Trust, Chris Sheerin & Evelyn Sheerin Trustees, CIBB Inc. d/b/a
 20 Johnson Investment Inc. Pension Plan, Ronald A. Johnson Trustee, Clara M. Cadieux
 21 MWDWS&SP, Clara Cadieux, Clara M. Cadieux MWDWS&SP, Richard & Clara Cadieux,
 22 Curtis Clark, Donald Clark, Harold Clark, Jack Clark, Rosanne Clark, Classic Plumbing, a
 23 Nevada company, Clawiter Associates, John Clendening, Doreen Clendening, George Cohan,
 24 Larry Colborn, Loretta Colborn, Colborn Revocable Living Trust, Larry E. Colborn & Loretta
 25 A. Colborn, Collins Family Trust dated 1/12/93 c/o Shirley M. Collins Trustee, Shirley Collins,
 26 Thomas R. Conway, Victoria C. Conway, Aldon G. Cook, Deedra Cook, Harold & Joyce
 27 Corcoran, Sam Costanza, Eleanor Couch, Howard Craig, Frankye Craig, Gareth Craner, Joan
 28 Crittenden, Arline Cronk, Loyal Crownover, Shirley Cupp-Doe, Cynthia G. Davis Living Trust

Bullivant|Houser|Bailey PC
 3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 c/o Cynthia G. Davis Trustee, D. Joseph & Louise M. Doucet 1989 Trust dated 3/30/89 c/o D.
 2 Joseph Doucet & Louise M. Doucet Trustees, Maureen Dacosta, Deborah A. Daniel, Leslie
 3 Daniel, Denise Daniel, Daniel & Virginia Salerno Family Trust, Daniel Salerno & Virginia
 4 Salerno Trustees, Daniel D. Newman Trust Dated 11/1/92, Daniel D. Newman Trustee, Karen
 5 Danner, Dar Living Trust dated 2/12/03, Darlene Hammond Trustee, Ellen Dauscher, Alexandra
 6 Dauscher, Julian Dauscher, Oren Davenport, David A. Kingman #1, Marrice Davis, Nancy
 7 Davis, Glenn Davis, Bud Davis, Davis Yoder Trust dated 2/16/00, Robert J. Yoder & Nancy R.
 8 Davis Trustees, Peter De Luca, Robert De Ruff, Richmond Dean, Jean Dean, Terry DeBerry,
 9 Edward DeBolt, Sharron DeBolt, Gary Demaine, Denise F. Fager Revocable Trust Under
 10 Agreement Dated 2/28/03 c/o Denise F. Fager Trustee, Ann R. Dery, James D. Dery, Billy
 11 Denny, Donna Denny, Dwayne Deutscher, Michelle Deutscher, Duane Deverill, George Di
 12 Gioia, Tamara Dias, Eric C. Disbrow MD, Helmut Dobeck, Eloise Dobeck, Robert Dobyne,
 13 Leah Dobyne, Linda Doerr, Franz Doerr, Mark Dolginoff, Michael Donahue, Glenn Donahue,
 14 Carrie Donahue, Donald P. Clark Family Trust, Donald P. Clark Trustee, Arthur Donaldson,
 15 Alan Dondero, Patty Dondero, Donna Dunn Trust dated 8/12/05 c/o Donna Dunn Trustee,
 16 Donna M. Cangelosi Family Trust, Donna M. Cangelosi Trustee, Joseph Doucet, Louise
 17 Doucet, David B. Douth, Johnnie Douth, Panagiotis Dovanidou, Dimitra Dovanidou, William A.
 18 Downey, Daniel T. Drubin, Laura Drubin, Donald C. Dunbar, Wanda Dunbar, Dunbar
 19 Revocable Living Trust dated 11/21/98 c/o Donald C. Dunbar & Wanda D. Dunbar Trustees,
 20 Alan Duncan, Carolyn Duncan, Charles Dunn, Donna Dunn, Carol (Sue) Dunton, Ford Dunton,
 21 William Dupin, Penny Dupin, Wayne Dutt, Cynthia Dutt, Mary Ann Earp, Mary H. Earp,
 22 Robert Earp, William Eastland, Carol Eastland, Monica Ebaugh, Gale Ebert, Robert R. Ecker,
 23 Kathy Eden, John Eden, Tina Eden, Edwin Lowell Hausler Jr. Living Trust Dated 1/3/92 c/o
 24 Edwin Lowell Hausler Jr. Trustee, John Eichhorn, Jill Eichhorn, Elan Reddell Revocable Living
 25 Trust dated 8/4/03, Elan Reddell Trust, Eleanor L. Rogers 1991 Revocable Living Trust Dated
 26 7/3/91 c/o Eleanor L. Rogers Trustee, Jonathan M. Eller, Carol A. Eller, David Enrico, Bonny
 27 Enrico, Harold Epstein, Cindy Essaff, Robert Essaff, Eugene H. & Norma M. Stokes Trust
 28 dated 5/16/84 c/o Norma M. Kerner Trustee, Lamberto Eugenio, Samuel Evans, Beverly Evans,

Bullivant|Houser|Bailey PC
 3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Daniel Everett, Sandra Everett, John Everett, Sagrario Evers, Edward Eyre, Carol Eyre, Denise
 2 Fager, Byrne Falke, Jr., Byrne Falke, Sr., Jane Falke, Marguerite Falkenborg, Thomas Fallon,
 3 Joseph Farrah, Emily Farrah, Julia Farrah, Theresa M. Farrah, Farrah Family Trust Dated
 4 9/18/03 c/o Joseph A. Farrah & Emily T. Farrah Trustee, William Favro, Carol Favro, J.
 5 Feeney, James Feeney, Maureen Feeney, Patricia Ferguson, Adam Fetterly, Lynn Fetterly,
 6 Melody Fetterly, Fetterly Family Trust Dated 6/30/89 c/o Lynn L. Fetterly & Melody A.
 7 Fetterly Trustees, Roy Filkin, Dianna Filkin, Arlene J. Fine, Ronald Finkel, Karen Finkel,
 8 Bernard Finley, Jacklyn Finley, First Savings Bank Custodian for Carol Mortensen Kesler,
 9 Carol Mortensen Kesler IRA, First Savings Bank Custodian for Dr. James W. Forsythe IRA, Dr.
 10 James W. Forsythe, First Savings Bank Custodian For Jack La Flesch IRA, Jack La Flesch, First
 11 Savings Bank Custodian For Jocelyne Helzer IRA, Jocelyne Helzer, First Savings Bank
 12 Custodian For Linda S. Reed IRA, Linda S. Reed, First Savings Bank Custodian for Lindsey H.
 13 Kesler IRA, Lindsey H. Kesler IRA, First Savings Bank Custodian For Lynn Fetterly IRA,
 14 Lynn Fetterly IRA, First Savings Bank Custodian For Michael Reed IRA, Michael T. Reed,
 15 First Savings Bank Custodian for Nancy R. Gilmour IRA, Nancy R Gilmour IRA, First Savings
 16 Bank Custodian For Randy M. Sanchez IRA, Randy M. Sanchez IRA, First Savings Bank
 17 Custodian for Richard L. Cadieux IRA, First Savings Bank Custodian for Richard W. Gilmour
 18 IRA, Richard W. Gilmour, First Savings Bank Custodian for Robert G. Fuller IRA, Robert G.
 19 Fuller, First Savings Bank Custodian For Theodore E. Kiewicz IRA, Theodore E. Kiewicz IRA,
 20 First Trust Company of Onaga Custodian For Dennis Medeiros IRA, Fiserv Custodian for the
 21 Benefit of Ed Davies IRA, Ed Davies, Fiserv, Custodian for the Benefit of Arline L. Cronk IRA,
 22 Arline L. Cronk, Evelyn Fisher, Donald Flood, Betty Flood, Timothy Folendorf, Tad Folendorf,
 23 Dr. James W. Forsythe, Earlene M. Forsythe, Frank Snopko 1981 Trust, Frank Snopko, John
 24 Frederickson, Michele Frederickson, Helen C. Freedus, Michael Freedus, Eric Freedus, Linda
 25 Freedus, Donald Frey, Barbara Frey, Alan B. Friedman, Robert Fuller, Theodore Fuller, Fuller
 26 Family Foundation, Theodore J. & Joan L. Fuller Trustees, Fuller Family Trust, Theodore J. &
 27 Joan L. Fuller Trustees, G & L Nelson LP, Glenn Gaboury, Sharon Gaboury, Jerry Gage,
 28 Darlene Gage, Anthony Gambello, Elizabeth Gambello, Paul Garcell, Catherine Garland, Kelli

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Garvey, Gary & Joann Sheerin Family Trust, Gary Sheerin & Joan Sheerin Trustees, Gary I. &
 2 Barbara L. Trust, Gary I. Miller & Barbara L. Miller Trustees, Alex Gassiot, Gaston Trust dated
 3 12/31/02 c/o Titan Management Ltd. Trustee, Eva Gehle, George A. Di Gioia IRA, George A.
 4 Di Gioia, George Haney, Stanley Germain, Dorothy Germain, Dean Gibson, June Gibson,
 5 Elmer Gilbert, Elmer Eugene Gilbert Jr., Gilbert Manuel Living Trust Dated 1/3/92, Gilbert
 6 Manuel, Nancy Gilmour, Richard Gilmour, Gale Gladstone-Katz, Jo M. Gledhill, Thomas H.
 7 Gloy, Phillip Goforth, Francesca Goforth, Nancy Golden, Jack Goldenthal, Sylvia Goldenthal,
 8 Goldplated LLC, Mary Ann Harouff Manager, Sylvia Good, Rachelle Goodness, Lynelle
 9 Goodreau, Michael John Goodwin, Theodora Gottwald, Glenn Graf, William Graham, Wilta
 10 Graham, Sarah A. Grant, Thomas Gray, Gail Gray, Robert Gray, Gregory Griffith, Dianne
 11 Griffith, Alan Groh, GSL Investments LLC, Toby A. Gunning, Barbara L. Gunther, Carl Hagen,
 12 Kelley M. Hains, Jamie K. Hains, Thomas Halvorson, Joanne Halvorson, Darlene Hammond,
 13 Larry Hanan, John A. M. Handal, George Haney, Edwin Hansen, Rachel Hansen, Christian
 14 Hansen, Dwight W. Harouff, Mary Ann Harouff, Suze Harrington, Thomas Harrison,
 15 Marguerite Harrison, Raymond E. Harshman, Margaret E. Harshman, Kay Hart, Roderick
 16 Harvey, Pauline Harvey, Kevin Haselhorst, Roberta Hatfield, Edwin Hausler, Jr., Stephen
 17 Hawley, Sidney Hawley, Roland Hearn, Risa Hearn, Michael Heffner, Barbara Heffner, Dennis
 18 E. Hein, Don Hellings, Jocelyne Helzer, Oliver Henry, Allen Herd, Marilyn Herd, Herd Family
 19 Trust dated 4/23/90, Allen Herd and Marilyn Herd, Trustees, Janice Hergert, Donald Hermann,
 20 Nancy Hermann, Allan Herndobler, Sue Herndobler, Donald L. Hess, Christina L. Hess, Larry
 21 Higgins, Diana Higgins, Edward O. High, Marilyn Hilborn, William J. Hinson, Jr., William
 22 Hinson, Jr., James Hodgson, Cynthia Hodgson, Richard and Marsha Holeyfield, Mila Horak,
 23 Monica M. Hruby, Hilary Huffman, Cynthia Huffman, Huffman Family Trust dated 5/28/98, c/o
 24 Hilary A. Huffman & Cynthia L. Huffman Trustees, Rodney and Cathryn Hulse, Todd AT
 25 Humphrey, Rodney Huppi, Virginia Huppi, Yelena V. Ilchuck, Marc Ingman, Ingrid A.
 26 Rutherford Family Trust dated 7/8/99 c/o Ingrid A. Rutherford Trustee, James H. Lidster Family
 27 Trust dated 1/20/92, c/o James H. Lidster & Phyllis M. Lidster Trustees, Janet P. Johnson
 28 Living Trust dated 7/15/04 c/o Janet P. Johnson & Charles E. Johnson Trustees, Janice A. Lucas

1 IRA, Janice Janis, Jayem Family LP, Jean G. Richards Trust dated 9/30/99 c/o Jean G. Richards
 2 Trustee, Jean H. Murray Separate Property Trust dated 9/12/02, Jean H. Murray, Jon Jensen,
 3 Paul Jensen, Tamara Jensen, John J. Maguire & Diane M. Maguire Living Trust 8/4/00 c/o John
 4 J. Maguire & Diane M. Maguire Trustees, John Manter & Nancy K. Manter Living Trust, c/o
 5 John P. & Nancy K. Manter Trustees, Marilyn C. Johnson, Beulah Johnson, Charles E. Johnson,
 6 Janet P. Johnson, Marilyn Johnson, Ronald Johnson, Susan Johnson, Jonathan M. Eller Inc., Joy
 7 Investment Inc., Tony Chaudhry, Julia Farrah Revocable Living Trust Dated 10/8/92, Joseph
 8 Farrah, Michael Farrah Jr. & Nicholas Farrah, JWB Investments, Inc., Ronald Kantor, Ruth
 9 Kantor, Charles Kastler, Margaret Kastler, Curtis Kastler, Jonathan Katz, William Kayser,
 10 Kristie Kayser, Aimee Kearns, Arthur Kebble, Thelma Kebble, David Kelley, Marshall Kendall,
 11 Kenneth W. Koerwitz & Jan Case Koerwitz Family Trust, c/o Kenneth W. Koerwitz & Jan Case
 12 Koerwitz, Melvin Kerner, Kerner Revocable Trust B dated 3/16/81 c/o Melvin W. Kerner
 13 Trustee, Lindsey Kesler, C K Khury, Kim Financials LLC, Kirkham & Sanginiti Trust Dated
 14 2/29/96 c/o Lawrence A. Kirkham & Kathleen B. Sanginiti Trustees, KIWI-Nevada LP, Othmar
 15 Klay, Christine Klay, Klay Living Trust Dated 7/11/90 c/o Othmar Klay & Christine Klay,
 16 Walter Klevay, Gail Klevay, Bernard Kloenne, Gregor Kloenne, Otilla Kloenne, KM Financials
 17 LLC, Carol Mortensen Kesler & Lindsey Kesler, KM Group a Nevada General Partnership c/o
 18 Aimee Kearns Managing Partner, KM Trust c/o Aimee Kearns Trustee, Marcia Knox, Jerry
 19 Koerwitz, Sharon L. Koerwitz, Kenneth Koerwitz, Jan Case Koerwitz, Louise Kolberg, Harvey
 20 Kornhaber, Stephen Kowalski, Arthur Kriss, Richard N. Krupp, Krupp Family Trust, Richard N.
 21 Krupp, Wendy Kwong, Anna Lacertosa, Marie Lacertosa, Dina Ladd, Joseph B. Lafayette,
 22 Catherine D. Lafayette, Jack LaFlesch, Norma Lamb-Groves, Loretta Lamont, Whitney Lauren,
 23 Paula Lawson, Linda leBlanc, Gene LeBlanc, Emily Lee, John Lee, Tracy Lee, Milton Lehart,
 24 James Lehr, Julie Lehr, Larry Lehrmann, Kathleen Lehrmann, Nienke A. Leis-Hohmann, Bruce
 25 Lemar, William Lenhart, Robert Levy, Renee Levy, James Lidster, Phyllus Lidster, Patricia R.
 26 Lietz, Lindsey H. Kesler Family Trust, Milder Kesler & Lindsey H. Kesler Trustees, Paul
 27 Linney, David G. Livingston, Erlina M. Livingston, Ivan Loeb, Debra Lomax, Pompeo Julian
 28 Lombardi, Richard Loughlin, Roberta Loughlin, Loughlin Family Trust, Richard J. Loughlin &

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Roberta A. Loughlin Trustees, Louis H. & Shirley M. Turner Family Trust dated 9/9/97 c/o
 2 Louis H. & Shirley M. Turner Trustees, Louise Alport Kolberg Revocable Trust, Louise A.
 3 Kolberg Trustee, Louise Teeter IRA, Henri Louvigny, Marcelle Louvigny, Janice Lucas,
 4 Herbert Lum, John M. Luongo, Gloria Luongo, Stephanie Luongo, William O. Lurtz, Susie
 5 Lurtz, Scott Machock, Heidi Machock, Eugene Machock, Dianne Machock, Josette
 6 Madlambayan, Rogie Madlambayan, Stuart Madsen, Al Maestri, John Maguire, Diane Maguire,
 7 Barbara Malkoff, John Mallin, Theresa Mallin, Michael Maloney, Jo Ann Maloney, Morris
 8 Mansell, John Manter, Nancy Manter, Gilbert Manuel, Charles Maraden, Jean Maraden,
 9 Margaret M. Cangelosi Family Trust, Margaret M. Cangelosi Trustee, Marilyn C. Johnson
 10 Living Trust dated 10/5/99 c/o Marilyn C. Johnson Trustee, Lily Markham, Irene (Tafoya)
 11 Markham, Alan Markus Trena Markus, Monique Markwell, Terry Markwell, Christiane
 12 Markwell, Markwell Family Trust, Christiane Markwell & Terry Markwell Trustees, J. V.
 13 Marrone, VR Marrone, Reba Marrone, Ann Marsden, Don Marshall, Jerrold Martin, James
 14 Martin, Louis Massry, Sandra Masters Gladys Mathers, Eddie Mayo, John McAfee, Jennifer
 15 McAfee, Alicia McBride, Marlon McBride, James McConnell, Maudrene McConnell, Michael
 16 T. McGrath, James McKnight, Phillip E. McMullin, Rosemarie L. McMullin, William
 17 McQuerry, Joann McQuerry, Robin McQuown, Brian McQuown, Harvey McShaffrey Christina
 18 McShaffrey, Rudy McTee, Sharon McTee, Dennis Medeiros, L. K. Medeiros Marina Mehlman,
 19 Teri L. Melvin, Don D. Meyer, Alain Michael, Dawn Levy Michael, Greg Milano, Jane Milano,
 20 Kathleen A. Miller, Gary Miller, Barbara Miller, Steve Miller, Karen Miller, Wayne Miller,
 21 Kathryn Miller, Douglas Minter, Elizabeth Minter, Minter Family 1994 Trust c/o Douglas
 22 Minter & Elizabeth Minter Trustees, Minter Investment LP, Marilyn Molitch, Matthew Molitch,
 23 Dr. Jana Molvan, Monighetti Inc., Ronald Montesano, Harold Moody, Mary Moody, Raymond
 24 C. Moore, Rose Moore, Alma Moore, Arthur Moore, Ernest J. Moore, William Morgan, Donna
 25 Morgan, Morris Mansell IRA, Carol Mortensen, Paulius Mosinskis, Muks Realty LLC, Dannie
 26 R. Murphy, Denise Murphy, Elizabeth R. Murphy, Richard Murphy, Virginia Murphy, Jean
 27 Murray, Murray Trust c/o Aimee Kearns Trustee, Walter and Barbara Musso, Musso Living
 28 Trust dated 11/30/92 c/o Walter Musso & Barbara Musso, Nancy R. Davis Defined Benefit

Plan, Nancy R. Davis, Dominique Naylon, Carla Neilan, James Nelson, Gloria Nelson, Nelson
 & Virginia Chardoul Trust dated 10/7/91, c/o Nelson & Virginia Chardoul Trustees, Richard
 Nevins, Michele Nevins, Daniel Newman, David Newman, Sandra Newman, Freda Newman,
 Larry Newman, Elsie Newman, Newman Family Trust Dated 9/30/97 c/o Larry J. Newman &
 Elsie D. Newman Trustees, Marvin Nicola, Allen Nirenstein, Dorothy Nirenstein, Paula
 Nordwind, Norma Lamb Groves Trust, Norma Lamb Groves Trustee, Norscott Financial Corp.,
 Jewell Novak, Stanley Novara, Thomas Nuckols, Joanne Nuckols, Joann Nunes, Olga O'Buch,
 John O'Riordan, Sonhild O'Riordan, Patrick E. O'Sullivan, Soon Y. O'Sullivan, Henry
 Obermuller, Mengia Obermuller, The O'Briens, William W. Ogren, Betty R. Ogren, Robert
 Ogren, John Okita, Olga O'Buch Trust dated 5/28/98, c/o Olga O'Buch Trustee, Alfred Olsen
 Jr., Gail B. Olsen, Vernon Olson, Paul Olster, Adrian J.R. Oosthuizen, Orban H. Reich Trust
 dated 12/27/00 c/o Orban H. Reich Trustee, Veslav Orvin, Aaron Osherow, Paul Oster, William
 Ovca, Harold Pals, Edward Panyrek, Joan Panyrek, Cynthia Pardee, Charles Parker, Mary Jane
 Parker, Lexey Parker, Joyce Patterson-Rogers, Patterson-Rogers Family 2001 Trust Dated
 9/5/01 c/o Robert C. Patterson-Rogers & Joyce Patterson-Rogers, Robert Pech, Judith Pech,
 Jennifer Cole Peele, Peele Bypass Trust Dated 2/10/87 c/o Jennefer C. Peele Trustee, Peele
 Spousal Trust Dated 2/10/87 c/o Jennefer C. Peele Trustee, Pensco Trust Company Inc. FBO
 Robert William ULM IRA #UL006, Robert W. Ulm, Daniel Pereslete, Eric Perlman, Katherine
 Perlman, Robert Perlman, Lynn Perlman, Tamara Perlman, Perlman Investment Partners, LP,
 Peter Valve Co., Inc., Andrew Peterson, Sharon Peterson, Robert Phillips, Stephen Phillips,
 Frances Phillips, Holly Pickerel, Donald Pinsker, Sherryl Pinsker, Patricia Pontak, Sheldon
 Portman, Marion Portman, Clair Potter, Martha Potter, Anthony Prescia, Nancy Prescia, Prescia
 Family Trust, Anthony Prescia & Nancy Prescia Trustees, Preswick Corp., Norman Prins,
 Charlene Prins, Carol Pruner, Emmeline Punsalan, Russell Quinn, Marion Quinn, R. L. Allgeier
 Family Trust, Robert L. Allgeier & Donna L. Allgeier, Dennis Raggi, Michele Raggi, Richard
 Raker, Randy Sanchez IRA, Gordon Ray Phillips, Christina Reale, Frank Reale, Lauren Reale,
 Elan Reddell, Donald Jaylyle Redmon, Michael Reed, Linda Reed, Noel Rees, Mary Ann Rees,
 William Lee Reeves, Annemarie Rehberger, Michael Rehberger, Jeana Rehberger, Rehberger

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Family Trust dated 6/17/92 c/o Annemarie Rehberger Trustee, Thomas Rehn, Orban H. Reich,
 2 Linda C. Reid, Reno Aeronautical Defined Benefit Pension Plan, Richard R. Tracy Trustee,
 3 Michael H. Ricci, Richard M. Raker Living Trust dated 3/18/98 c/o Richard M. Raker Trustee,
 4 Richard R. Tracy, Ursula W. Tracy, Jean Richards, Richard Richert, Jean Richert, Thomas
 5 Riedman, Larry Rieger, Patsy Rieger, Rachel Riehle, Riggs Trust Dated 6/11/90, Francis
 6 Donald Riggs Jr., Francis Donald Riggs, Jr., Cecil E. Riordan, Barbara Riordan, Joseph Rizzuto,
 7 Dorothy Rizzuto, Casandra Robbins, Robert G. Fuller Trustee of the RGF Revocable Trust,
 8 Robert G. Fuller Trustee, Robert J. Yonder Defined Benefit Plan, Robert J. Yoder, Robert L.
 9 Ogren Trust Dated 6/30/92 (Acct #2) c/o Robert L. Ogren Trustee, Robert L. Ogren Trust Dated
 10 6/30/92 c/o Robert L. Ogren Trustee, Robert L. Ogren Trust Dated 6/30/92 c/o Robert L. Ogren
 11 Trustee Acct #3, Robert W. Heinsohn & Phyllis A. Heinsohn Trust c/o Robert W. & Phyllis A.
 12 Heinsohn Trustees, Rocklin/Redding LLC, Robert Rodriguez, Audrey Roe, Rebecca Roger,
 13 James William Rogers, Eleanor Rogers, Rebecca Rogers, Saul Roisentul, Ilene Roisentul,
 14 Roisentul Family Trust, Saul Roisentul & Ilene Roisentul Trustees, Craig Rommel, Ann Marie
 15 Rommel, Rosalind L. Stark POA for Freda Cohen, Freda Cohen, Roseanne Clark Revocable
 16 Trust, Roseanne Clark Trustee, David Rosner, Lee Rotchy, Thalia Routsis, Robert Rowley,
 17 Kathleen Rowley, Phillip Rulon, Shirley Rulon, Ingrid Rutherford, Burton Sack, Gregory Sak,
 18 Jana Sak, Daniel Salerno, Virginia Salerno, Anne F. Di Salvo, Randy Sanchez, Sharon Sanchez,
 19 Sanchez Living Trust dated 10/13/03 c/o Randy M. Sanchez & Sharon Sanchez Trustees,
 20 Lawrence Sanginiti, Kathleen Sanginiti, Hollis Saulsberry, Edward Scheidegger, Arthur
 21 Schnitzer, Lynn Schnitzer, Schnitzer Living Trust, Arthur Schnitzer & Lynn Schnitzer, Edward
 22 Schooner, Susan Schooner, Kenneth B. Schulz, Mary Kay Bryan-Schulz, Schwartz & Earp Joint
 23 Venture, Secure Retirement Trust B, Larry Apigian & Leona Apigian, Nancy Serino, Ronald
 24 Shackelford, Robert Shapiro, Lee Shapiro, Chris Sharp, Teri Sharp, Evelyn Sheerin, Gary
 25 Sheerin, Joann Sheerin, Sheerins Inc., A Nevada Corporation, Joann Sheerin President, Althea
 26 F. Shef, Sheldon & Marion G. Portman Trust dated 11/01/85, Sheldon Portman & Marion G.
 27 Portman Trustees, Phillip E. Shelton, Leslie Siggssiggs, Robert Sikorski, Alan R. Simmons,
 28 Judith B. Simmons, Simmtex, Inc., Alan Simon, Carol Simon, Simon Family Trust 2000 c/o

Bullivant|Houser|Bailey PC

3883 Howard Hughes Pkwy., Suite. 550
 Las Vegas, NV 89169
 Telephone: (702) 669-3600
 Facsimile: (702) 650-2995

1 Alan Simon & Carol Simon Trustees, Skip and Mary Harouff Trust Dated 12/5/95, Mary Ann
 2 Harouff Trustee, Sondra Skipworth, Charles Small, Richard L. Small, Jacqueline Small, Todd
 3 Smith, June Smith, Donald Smith, Frances Smith, Raymond Smith, Margaret Smith, Robert
 4 Smith, Terrylin Smith, Frank Snopko, Herbert Sonnenklar, Norma Sonnenklar, Francesco Soro,
 5 David A. Souza, Elizabeth M. Souza, Sovereign Capital Advisors, LLC (Stan Tara), Robert &
 6 Barbara Speckert, Spectrum Capital LLC, Dwight Sper, Bonnie Sper, Donald Spring, Evelyn
 7 Spring, Carol Squicci, Arnold Stairman, Rosalind Stark, Stark Family Trust, Rosalind L. Stark
 8 Trustee, Ronald Starr, Gloria Starr, Stater Family Ltd. Partnership, Athanasia Stein, Jay Stein,
 9 Michael Stewart, Mary Jude Stewart, Eugene Stokes, Norman Stokes, STSK Investments LLC,
 10 James Supple, Robert Susskind, Leland Swanson, Lena Swanson, Donald Swezey, Beverly
 11 Swezey, George Swilley, Louis Swilley, Virginia Swilley, David Tammadge, John Taylor, Joy
 12 Taylor, Kerry Taylor, Joyce Taylor, Louise Teeter, Norman Teeter, Robert Teeter, Roger G.
 13 Teeter, Lawrence Tengan, Lorraine Tengan, Terry Markwell Profit Sharing Plan and Trust,
 14 Terry Markwell Trustee, Thalia Routsis Family Trust Dated 7/24/90, Thalia Routsis, The Benz
 15 Family Trust dated 7/14/95 c/o Bernard D. Benz & Margaret W. Benz, The David A. Gean
 16 Trust dated 4/3/92 c/o Marshall Kendall Trustee, The Harouff Charitable Remainder Trust dated
 17 9/5/96, Mary Ann Harouff Trustee, The Paula Nordwind & Aaron Nordwind 2001 Revocable
 18 Trust, Aaron Nordwind & Paula Nordwind Trustees, The Robert William Ulm Living Trust
 19 dated 4/11/05, Robert W. Ulm Trustee, The Schooner Family Trust, Edward L. & Susan A
 20 Schooner Trustees, Gary Thibault, Sandra Thibault, Thomas Rehn IRA, Wilma Jean Thompson,
 21 Gregory Thompson, Debra Thrower, Bob Thrower, Patricia Lee Tiede, Tiki Investment
 22 Enterprises LP, Titan Management LTD, Neil Tobias, Joseph Tobias, Lesleigh Tolin, Tod Gary
 23 Tolin, James G. Ton, Dorothy Ton, Gerry Kevin Topp, Gary Topp, Richard Tracy, Ursula
 24 Tracy, Rory Triantos, Carol Tripp, John Tripp, Walter Tripp, Warren W. Tripp, Tripp
 25 Enterprises Inc., Tripp Enterprises Inc. Restated PSP c/o Warren W. Tripp Trustee, Gary
 26 Tucker, Linda Tucker, Darlene Turner, Louis Tucker, Shirley Turner, Paul Turner, Carol
 27 Turner, Robert Turner, Nancy Turner, Mark Tysseling, Sharon Tysseling, Robert Ulm,
 28 Universal Management, Tony Chaudhry, Lloyd Van Sickel, Roy R. Ventura Jr., Nancy B.

Ventura, Marsha Vieira, Melody Violet, Donald Virts, Patricia Virts, Kip Virts, Melissa Virts, Virts Revocable Living Trust c/o Donald E. Virts & Patricia Virts Trustees, Marietta Voglis, Gunter Volpel, Christiane Volpel, Volpel Trust dated 2/2/96 c/o Gunter Volpel & Christiane Volpel Trustees, W. E. Buck Family Trust Dated 7/02/87 c/o William E. Buck & Elenor F. Buck, John Wade, Marlene Wade, David C. Wahl, Margaret A. Wahl, Wald Financial Group, Inc., William C. Wallace, Patricia M. Wallace, Anna Wallace, Bruce Wallace, Joseph Walls, Ellen Walls, William Warwick, Virginia Warwick, Delbert & Mary Watkins, John & Colleen Weaver, Patricia Ann Webber, Webber Family Trust Dated 10/31/89, Heinrich Richard Weber, Brigitte S. Weber, Ardis Weible, Dean Weible, J. J. Wells, Connie Westbrook, Audrey Whightsil, H. Daniel Whitman, Whitney H. Lauren Family Trust dated 3/5/98 c/o Whitney H. Lauren Trustee, Eugene Wiehe, Lynn Wilkelis, Barton Wilkinson, Dianna Wilkinson, Harold Willard, Beverly Willard, John L. Willis Jr., Rodney L. Windle, Ann Windle, Albert Winemiller, Debra Winemiller, Rudolf Winkler, Carmel Winkler, Winkler Family Trust, Rudolf F. Winkler & Carmel Winkler, Doris Winter, Craig R. Wisch, Richard Wood, Robert Woods, Woods Family Trust, Robert D. Woods & Louise D. Woods Trustees, Ralph Worthing, Maryanne Worthing, Kenneth Wyatt, Phyllis Wyatt, Neil A. Xavier, Joy E. Xavier, Nell Xavier, Josephine Xavier, Yankee Holdings LLC, Robert Yoder, Dwight Yoder, Nancy Yoder, Judy S. Young, Richard S. Younge, Beverly J. Younge, Joseph G. Zappulla, Carol A. Zappulla, Zawacki A California LLC, Evo Zepponi, Billie Zepponi, Anthony J. Zerbo, Marshall R. Zerbo, Franz Zimmer, and Terry Zimmerman, (collectively, the "LPG"), state as follows:

CONDITIONAL NATURE OF RELIEF SOUGHT

1. On February 13, 2007, Compass purchased substantially all of the Debtors' assets for approximately \$67 million (subject to adjustment) in reliance upon the express terms of the Plan and the Confirmation Order (each as defined below) that Direct Lenders would be obligated to comply with the terms of the applicable Loan Servicing Agreements after the closing of the sale. Compass believes LPG and Cangelosi are bound by the Loan Servicing Agreements, the Plan and the Confirmation Order and that such parties and all other parties in interest are estopped from now seeking to terminate Compass as servicer

1 under the Loan Servicing Agreements without a showing of cause as required by Sections 3 and
 2 8 of the Loan Servicing Agreements. It is the intent and contractual and legal right of Compass
 3 to continue to act as servicer with respect to the Loans and loan servicing rights it acquired
 4 under the APA, and to honor the terms of the Sale. However, the LPG and Cangelosi have
 5 alleged in the Adversary Proceeding and in the Termination Letters that Nevada Law gives them
 6 an independent right, in contravention of the Loan Servicing Agreements, to terminate Compass
 7 as servicer with only the support of 51% of the Direct Lenders and no showing of cause. If such
 8 an assertion is ever found to be correct by a court of competent jurisdiction, Compass will have
 9 no choice but to seek to rescind the Sale transaction and recover the consideration it paid to
 10 acquire the loan servicing rights and the damages it suffers by virtue of the LPG's actions. In
 11 order to preserve the timeliness under 11 U.S.C. § 1144 of an action to revoke the Confirmation
 12 Order, Compass has filed this Complaint seeking conditional rescission of the sale transaction
 13 and revocation of the Confirmation Order. If a final order of a court of competent jurisdiction is
 14 entered sustaining the position of Compass on these issues, this Complaint need not proceed and
 15 will be voluntarily dismissed by Compass.

16 JURISDICTION

17 2. This Court has jurisdiction pursuant to 28 U.S.C. §§ 1334 and 157, and
 18 11 U.S.C. § 1144. Venue is proper pursuant to 28 U.S.C. § 1409(a).

19 3. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (L) and
 20 (N).

21 THE PARTIES

22 4. Plaintiffs Compass USA SPE LLC and CFP Delaware are limited liability
 23 companies in good standing, duly organized and existing under the laws of the State of
 24 Delaware and maintain their principle place of business in New York, New York. Plaintiff CFP
 25 Nevada is a limited liability company in good standing, duly organized and existing under the
 26 laws of the State of Nevada and maintained its principle place of business in Las Vegas,
 27 Nevada.

28

5. Upon information and belief, defendant USACM was formed as a Nevada Corporation in 1989, and was in the business of underwriting, originating, brokering, funding and servicing short term commercial loans primarily secured by residential and commercial developments, on behalf of direct lenders/investors.

6. Upon information and belief, defendant USA Realty was formed as a limited liability company under the laws of the State of Nevada.

7. Upon information and belief, defendant USA Diversified was formed as a limited liability company under the laws of the State of Nevada.

8. Upon information and belief, defendant FTDF was formed as a limited liability company under the laws of the State of Nevada.

9. Upon information and belief, defendant USA Securities was formed as a limited liability company under the laws of the State of Nevada.

10. Defendant LPG is a group of individual direct lenders under certain Loans (as defined below) in a portfolio acquired by Compass.

11. Defendant Cangelosi is an individual residing in the State of Nevada.

GENERAL ALLEGATIONS

12. On or about April 13, 2006 (the "Petition Date"), the Debtors filed petitions for relief (collectively, the "Bankruptcy Cases") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Nevada (the "Court").

Sale of Certain Assets by USACM and FTDF

13. On or about September 22, 2006, USACM filed with this Court a Motion for Order Scheduling an Auction for Sale of Certain Assets, Appointing SPCP Group, LLC, as Lead Bidder and Approving Bid Procedures and Protections (the "Sale Motion").

14. On December 7, 2006, the Court conducted an auction with respect to, among other things, the servicing rights and certain related assets associated with 65 Loans (collectively, the "Loans") serviced by USACM pursuant to Loan Servicing Agreements (collectively, the "Purchased Assets"). At the auction, Compass emerged as the successful

Bullivant|Houser|Bailey PC
3883 Howard Hughes Pkwy., Suite. 550
Las Vegas, NV 89169
Telephone: (702) 669-3600
Facsimile: (702) 650-2995

1 bidder with respect to the Purchased Assets. Compass and the Debtors subsequently negotiated
2 and entered into an Asset Purchase Agreement (the “APA”) setting forth the terms of
3 Compass’s proposed acquisition of the Purchased Assets for \$67 million in cash, subject to
4 certain purchase price adjustments, as provided therein (the “Sale”).

5 15. On December 20, 2006, the Court held a hearing (the “Confirmation
6 Hearing”) to consider confirmation of the Debtors’ Third Amended Joint Plan of Reorganization
7 (the “Plan”) and the approval of various related transactions including, without limitation, the
8 Debtors’ request for approval of the APA, in which the LPG and Cangelosi (among others)
9 actively participated. During the Confirmation Hearing, the LPG raised an objection to, among
10 other things, certain language proposed to be included in the order confirming the Plan (the
11 “Confirmation Order”) regarding the method by which Compass, as servicer with respect to the
12 Loans, may be terminated in accordance with the Loan Servicing Agreements. In connection
13 with the vetting of this objection before the Court, Mr. Smith (counsel for the LPG and
14 Cangelosi) acknowledged and accepted on the confirmation hearing record that the
15 Confirmation Order would provide for the retention of jurisdiction by the Court to address
16 disputes relating to any effort to terminate Compass pursuant to Section 8 of the Loan Servicing
17 Agreements.

18 16. All of the LPG’s objections to the Sale and confirmation of the Plan were
19 overruled by the Court. On January 8, 2007, the Court entered the Confirmation Order which,
20 consistent with Section IV.F of the Plan, provides in pertinent part that “After the Closing [of
21 the Sale], the Direct Lenders are obligated to comply with the terms of the applicable Loan
22 Servicing Agreements.” Confirmation Order ¶ 47.

23 17. At no time during the Plan confirmation process did the LPG or
24 Cangelosi challenge the requirements of Section IV.F of the Plan and paragraph 47 of the
25 Confirmation Order that the Direct Lenders comply with the terms of the applicable Loan
26 Servicing Agreements following the effective date of the Plan, notwithstanding their position
27 (only first articulated after the Closing of the APA (as such term is defined therein)) that certain
28 provisions of the Loan Servicing Agreements are unenforceable and need not be complied with

by Direct Lenders. On the contrary, at the Confirmation Hearing, the LPG and Cangelosi – through their counsel – plainly acknowledged that Compass is entitled to the protections afforded to it under the Loan Servicing Agreements.

Inconsistent Conduct of the LPG and Cangelosi

Subsequent to Entry of the Confirmation Order

18. In the months since entry of the Confirmation Order, the LPG and Cangelosi encouraged Direct Lenders to replace Compass as servicer under their respective Loans. To that end, the LPG and Cangelosi formed limited liability companies for each of the Loans (the “Direct Lender LLCs”) and through material misstatements convinced individual Direct Lenders to join the Direct Lender LLCs and sign form letters furnished by the LPG which did not specify any cause, yet purported to terminate Compass as servicer of the Loans in favor of Lender 2 Lender, LLC, a newly formed entity controlled by Cangelosi.

19. On or about May 18, 2007, Cangelosi, as manager of an entity known as FDH Management Company, which in turn is the manager of the various Direct Lender LLCs, sent no fewer than fifty letters to Compass Financial Partners (the “Termination Letters”) advising it of the purported termination of its right to service the applicable Loans without prior notice consistent with the terms of the Loan Servicing Agreements, without specifying any cause for such termination (rather, purportedly basing such alleged termination on Nevada Administrative Code section 645B.073 (hereinafter “NAC 645B.073”)), and without complying with the Loan Servicing Agreements, as required by the Plan and the Confirmation Order. On the same day, the LPG and Cangelosi sent letters on behalf of the Direct Lender LLCs to each borrower under the Loans directing them to cease making loan payments to Compass.

20. On or about May 21, 2007, the Direct Lender LLCs filed an action against Plaintiffs in the United States District Court for the District of Nevada (subsequently removed to this Court by Compass on May 25, 2007, and pending as Adv. Proc. No. 07-01076 (the “Adversary Proceeding”)), in which they allege that notwithstanding the provisions of

1 Sections 3 and 8 of the Loan Servicing Agreements, they have an independent right to terminate
2 Compass as servicer under Nevada Law without the need to show cause.

3 21. The aggressive efforts of the LPG and Cangelosi commenced
4 immediately following confirmation of the Plan and the Closing of the Sale to sign up Direct
5 Lenders and to purport to improperly terminate or replace Compass as the servicer under the
6 Loan Servicing Agreements without notice or cause and divert the contractually mandated flow
7 of mortgage payments, compel the conclusion that the LPG, the Direct Lenders it purported to
8 represent, and Cangelosi, in fact, intended at the Confirmation Hearing to induce Compass to its
9 economic detriment, and in reliance on the Court's explicit retention of jurisdiction in the Plan
10 and the Confirmation Order to enforce the Loan Servicing Agreements in the form purchased by
11 and assigned to Compass and the statements and acknowledgements of the LPG and Cangelosi
12 at the Confirmation Hearing regarding the manner in which the Loan Servicing Agreements
13 were to be construed and enforced, including the conditions under which the servicer may be
14 terminated, to move forward with consummation of the Sale. The failure by the LPG and
15 Cangelosi to disclose their underlying intent prior to entry of the Confirmation Order constitutes
16 a material omission in light of the attendant facts and circumstances and amounts to actual and
17 constructive fraud.

18 **FIRST CLAIM FOR RELIEF**

19 **(Rescission of APA)**

20 22. Compass repeats and realleges each and every allegation contained in
21 paragraph 1 through 21 of the Complaint as if fully set forth herein.

22 23. As demonstrated above, Compass and the Debtors understood the Loan
23 Servicing Agreements to provide for notice and cause in order for Compass to be replaced as
24 servicer under the Loans or the Direct Lenders to terminate the Loan Servicing Agreements.
25 This understanding was confirmed by the provisions in the Confirmation Order that expressly
26 require the Direct Lenders to comply with the terms of the Loan Servicing Agreements.
27
28

24. At the time the parties entered into the APA, the LPG and Cangelosi never disclosed to Compass or the Debtors their intent to seek to terminate or replace Compass as servicer under the Loans without notice or cause. The LPG and Cangelosi were obligated to make this disclosure in connection with an objection to those provisions of the Plan and Confirmation Order that bound Direct Lenders to comply with the terms of the Loan Servicing Agreements after the Closing.

25. The LPG and Cangelosi knew or should have known that Compass would not have entered into the APA and paid \$67 million as consideration for the Purchased Assets, including the rights as servicer under the Loan Servicing Agreements, had the LPG and Cangelosi disclosed their intent to terminate or replace Compass as servicer under the Loans without notice or cause.

26. Accordingly, the consent of Compass to enter into the APA and pay \$67 million as consideration for the Purchased Assets, including the rights as servicer under the Loan Servicing Agreements, was obtained by fraud.

SECOND CLAIM FOR RELIEF

(Revocation of Confirmation Order)

27. Compass repeats and realleges each and every allegation contained in paragraph 1 through 26 of the Complaint as if fully set forth herein.

28. Section 1144 of the Bankruptcy Code provides a mechanism pursuant to which – within 180 days after the date of entry of the Confirmation Order – Compass may seek the revocation of same based upon a showing that such order was procured by fraud. See 11 U.S.C. § 1144.

29. Compass's request for the revocation of the Confirmation Order is made within 180 days of January 8, 2007, the date the Confirmation Order was entered.

30. As discussed above, the LPG and Cangelosi failed to disclose at the hearing on confirmation of the Plan their intent to terminate or replace Compass as servicer under the Loans without notice or cause.

31. Upon information and belief, the LPG and Cangelosi knew or should have known that Compass would not have entered into the APA and paid \$67 million as consideration for the Purchased Assets, including the rights as servicer under the Loan Servicing Agreements, had the LPG and Cangelosi disclosed their intent to terminate or replace Compass as servicer under the Loans without notice or cause.

32. The Debtors' Plan could not have been implemented without the Sale of the Purchased Assets to Compass, and thus the Plan could not have been confirmed.

33. Accordingly, the Confirmation Order was procured by fraud.

THIRD CLAIM FOR RELIEF

(Request for Suspension of Further Proceedings in Connection with this Complaint)

34. Compass repeats and realleges each and every allegation contained in paragraph 1 through 33 of the Complaint as if fully set forth herein.

35. The question of whether Nevada Law gives to the LPG, Cangelosi, and others similarly situated, an independent right apart from the Loan Servicing Agreements to terminate Compass as servicer with only a vote of 51% of the Direct Lenders and no showing of cause will most likely be decided by a court of competent jurisdiction either in the Bankruptcy Cases or the Adversary Proceeding. If a final court order of a court of competent jurisdiction is entered sustaining the position of Compass, this Complaint need not proceed. It is therefore appropriate that all further proceedings in connection with this Complaint be suspended until entry of an order relating to such matter by a court of competent jurisdiction, which order has become final (the "Future Order").

PRAYER FOR RELIEF

WHEREFORE, Compass respectfully requests judgment as follows:

- a. an order rescinding the APA and granting Compass restitution;
- b. an order revoking the Confirmation Order and granting Compass restitution;

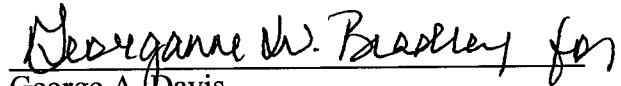
BullivantHouserBailey PC

3883 Howard Hughes Pkwy., Suite. 550
Las Vegas, NV 89169
Telephone: (702) 669-3600
Facsimile: (702) 650-2995

Dated: July 7, 2007

c. that this Court suspend all further proceedings in connection with this Complaint until entry of the Future Order, which order has become final; and

d. such other and further relief as the Court deems just and proper.



George A. Davis
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
Telephone No.: (212) 504-6000
Facsimile No.: (212) 504-6666

and

Peter C. Bernhard (NV State Bar No. 734)
Georganne W. Bradley (NV State Bar No. 1105)
Bullivant Houser Bailey PC
3883 Howard Hughes Parkway, Suite 550
Las Vegas, Nevada 89169
Telephone No.: (702) 669-3600
Facsimile No.: (702) 650-2995

Counsel for Plaintiffs

7027276.1